County of Loudoun

Department of Planning

MEMORANDUM

DATE: January 11, 2010

TO: Loudoun County Planning Commission

FROM: Judi Birkitt, Project Manager

SUBJECT: January 14, 2010 Planning Commission Work Session

Kincora Village Center, ZMAP 2008-0021 - Land Use Issues

AGENDA:

A. Presentations by Ben Mays, Management and Financial Services and Jack Roberts, Office of the County Attorney

- 1. Community Development Authorities (CDAs)
- 2. Route 28 Highway Improvement Tax District
- **B.** Outstanding Land Use Issues
 - 1. Residential Uses
 - a. Route 28 Tax District
 - b. Keynote Employment
 - 2. Retail Uses
 - a. Amount of Retail
 - b. Scale of Retail (free-standing retail)
 - c. Number of Hotels
 - 3. Land Use Mix
 - a. Keynote Employment
 - b. PD-MUB Zoning District
 - c. Phasing

The focus of the January 14, 2010 work session is land use. The goal is for the Commission to develop recommendations/conclusions for each land use issue.

BACKGROUND:

The Planning Commission held a public hearing on the above-mentioned application on October 15, 2009. Ten members of the public spoke regarding the application. Seven spoke in favor citing the benefits of the two regional road extensions and the environmental preservation. Mr. Pahlavani expressed concern regarding Pacific Boulevard impacting his residence. The Loudoun County Preservation Coalition expressed support for preserving the Broad Run Toll House. The Piedmont Environmental Council spoke against the application, stating that it is premature until the Board completes the Keynote Employment CPAM, and that the proposed CDA could harm the County's credit rating.

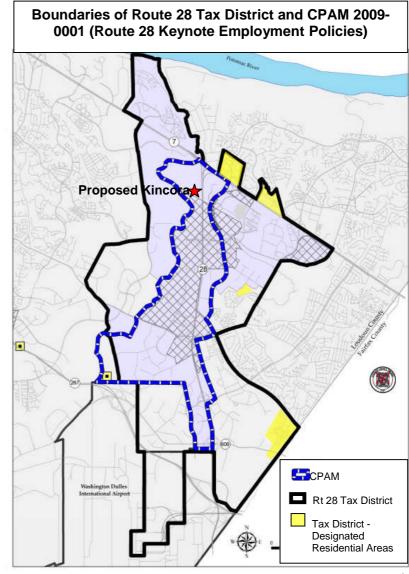
Planning Commission discussion, specifically related to land use, included whether the southern portion should be removed from the PD-MUB rezoning request, the phasing of

uses. how the Kincora special exception would be integrated with the rezoning application, and whether schools, libraries, and parks were available to serve the proposed residential uses. Staff discusses these comments and questions within the text of the related land use issue below. The Commission voted 8-0-1 (Brodrick—absent) forward the application to work session for further discussion.

B. LAND USE ISSUES

The following land use issues are outstanding. Staff has included recommendations to address each issue.

- 1. Are residential uses acceptable?
 - a. Residential in the Route 28 Tax District



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Policy - County policy limits residential uses within the Route 28 Tax District to a few areas, namely the Old Sterling planning area, the Oak Grove area, the Eden Tract and Loudoun Village, and areas designated as high-density residential on the planned land use map. Refer to the yellow areas on the map above.

The Route 28 Tax District is a special tax district wherein property owners fund 75% of improvements to Route 28, and the State funds the remaining 25%. The Loudoun County portion of the Route 28 Tax District consists of 3,486 parcels containing 8,202 acres. Of these, 739 parcels (5,895 acres) pay taxes to the Tax District. Property zoned or used for commercial and industrial uses are assessed additional real property taxes of 20 cents per \$100 to pay for road improvements and debt service on bonds issued by the State.

Proposal - The applicant proffers to "buy-out" the residential uses.

<u>Staff Recommendation</u> - Staff does not recommend residential uses within areas of the Route 28 Tax District that are not designated for residential uses. Even with a buy-out, long-term funding for transportation improvements is diminished, because a buy-out is a one-time contribution and based only on already-incurred debt. Further, the buy-out would be based upon today's rate.

At the public hearing, the Commission asked for the fiscal impact of each residential unit, the commercial tax revenue potential without residential uses, and the potential commercial tax loss with a residential buy-out. Ben Mays will address this question at the work session.

b. Residential within Keynote Employment

Policy - The Comprehensive Plan does not support residential uses in Keynote Employment Centers. The applicant proposes 1,400 single-family detached residential units as part of a mixed-use community where residents can live, work, and play.

The illustration below demonstrates how the approved Kincora SPEX and this proposed Kincora ZMAP would be integrated and the applicant's method of addressing Keynote Employment objectives. Both applications situate Class A office buildings (blue), a minimum of 4 stories in height, along the Pacific Boulevard frontage, resulting in office uses being visually predominant from Pacific Boulevard and Route 28. The special exception project locates a minor league baseball stadium and mixed use retail and office buildings behind the Class A offices, whereas the rezoning application situates mixed use buildings behind the office buildings, and residential uses (yellow) farthest from Pacific Boulevard in the northwest portion of the site.

If evaluating the northern portion of the property for consistency with regional office policies, which are more consistent with the proposal, those policies would support the following residential uses on the northern portion of the project:

- up to 25% of the 180-acre land area devoted to residential uses = 45 acres
- maximum density of 16 DUAs (dwelling units per acre) = 720 residential units

Proposal

- 15% of the 180-acre land area devoted to residential uses = 27 acres
- <u>52</u> DUA/1,400 residential units

The amount of land area being occupied is not an issue, but the proposed density far exceeds policy guidance.

Staff Recommendation:

With Residential - If the Planning Commission recommends approval of the project with residential uses, Staff recommends:

- Reducing the residential density by reducing the number of residential units.
- Requesting a proffer for a portion of the units to persons earning below 50 percent of the AMI (\$51,350).

Without Residential - While Staff supports Smart Growth principles and mixed use communities in general, at this specific location, Staff recommends removing residential uses from the proposal for the following reasons:

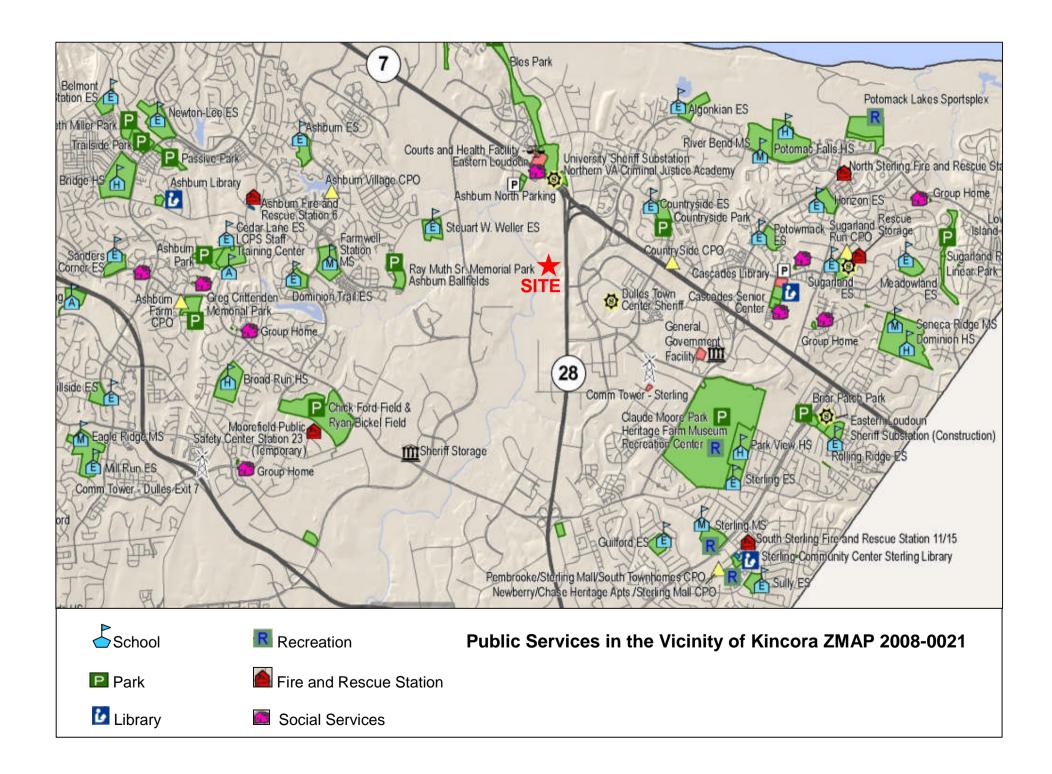
Proposed Kincora ZMAP and Approved Kincora SPEX BUILDING USE LEGEND RESIDENTIAL RESIDENTIAL OVER RETAIL RETAIL OFFICE OFFICE OVER RETAIL HOTEL STADIUM FIRE SAFETY CENTER

- 1. <u>Capital Facilities</u> The capital facilities contribution anticipated for the proposed residential uses is \$33,261,200. The Proffer Statement does not provide a capital facilities contribution. The applicant contends that the 5-acre public use site (fire and rescue station) and 160-acre floodplain they dedicate to the County and the transportation improvements will offset their capital facilities impacts. However, the applicant has not submitted appraisals for these two dedications. Seventy-five to 80 percent of capital facilities costs are associated with public school capital needs, and capital contributions should be proportionally distributed.
- 2. <u>Schools</u> As shown in the table below, the proposed residential uses would generate 364 students (186 elementary students, 80 middle school students, and 98 high school students), which would further stress the Broad Run High School, which is currently overcrowded and accommodating extra students with portable buildings. Kincora's 186 elementary students would also place Steuart W. Weller over capacity.

Assigned School	Capacity	Current Enrollment	Potential Kincora Students	Enrollment with Kincora
Broad Run High	1,654	1,487	98	1,585
School	(with trailers)			
Stone Hill Middle	1,301	731	80	811
School				
Steuart W. Weller	515	450	186	636
Elementary School				(121 over capacity)

School Capacity.

- 3. <u>Unmet Housing Needs</u> The residential units would not be providing for unmet housing needs. The County's largest segment of unmet housing needs is those with incomes below 30 percent of the Washington Metropolitan Area Median Income (AMI) (\$30,810). The applicant does not agree to provide such housing. The applicant has been in discussions with the Windy Hill Foundation, but no written commitments have been submitted. The issue is that all of the 228 proffered unmet housing need units could be rental units for renters earning up to 100% of the AMI (\$102,700).
- 4. <u>Services and Amenities</u> Since the area is not planned for residential uses, amenities and services such as schools, libraries, and parks have not been planned or provided to serve the residents. Rather than travel on local roads for community services, residents would travel on Route 28 and Route 7 to schools in Ashburn and the Cascades Library in Potomac Falls, as shown on the following map.

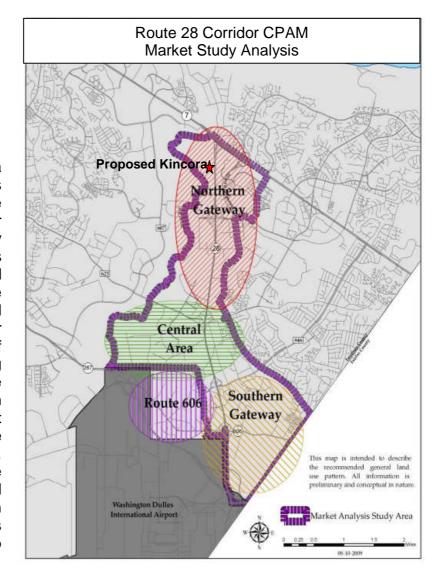


5. <u>CPAM 2009-0001</u> – The subject parcels are part of an active Comprehensive Plan Amendment (CPAM 2009-0001, Route 28 Keynote Employment Policies) activated by the Board of Supervisors on February 3, 2009. The purpose of the CPAM is to decide whether or not to change the Keynote Employment policies. The CPAM area is defined as the Route 28 corridor from Route 7 to the Fairfax County line and between Atlantic Boulevard and Broad Run (see the Boundaries of the Route 28 Tax District and CPAM map under the Route 28 Tax District discussion).

The applicant wishes to proceed before the CPAM process is complete, due to time constraints. Because the Keynote Employment land use designation is policy and not an ordinance, the Planning Commission can make a recommendation supporting residential and the Board can approve residential. However, until that CPAM is complete, and there is clear direction on whether the Board wants to see

residential in the Route 28 Corridor, Staff is reluctant to make any recommendation in support of residential uses within the Route 28 Corridor.

The CPAM included a market study that was presented to Board on September 15, 2009. The study maintained that Class Α offices should continue along the Pacific Boulevard frontage, but further found that a mix of including uses residential would be appropriate within areas the market study defined as the gateway", "northern includes the which subject property, and the "southern gateway", illustrated on the map to the right.



However, the Board of Supervisors did not endorse the market study; there were firm views for and against revising the Keynote policies and firm views on whether a mix of uses would be appropriate in the Route 28 Corridor.

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On December 15, 2009, Staff presented a work plan for the CPAM to the Board, estimating that the CPAM will take 9 months, with completion in October 2010. The Board voted 6-3 (Burton, Miller, and McGimsey—no) to direct staff to proceed with the work plan (see Attachment 4).

2. RETAIL USES

a. How much retail is acceptable?

Policy (Keynote Employment)	<u>Proposal</u>
10% of gross land area (16 acres)	23% (36 acres) – includes hotel 10% (15 acres) – excludes hotel
5% of the total office uses (136,110 sf)	36% (973,825 sf) 15% (398,825 sf) – excludes hotel

The following is also proffered:

- A minimum of 50% of the buildings will have a vertical mix of at least two types of uses, such as office and retail or hotel and retail.
- At least 200,000 square feet of retail uses, will be located on the first floor of a multi-story office building or multi-family residential buildings.
- Except for the land bay proposed for the fire station (N), buildings fronting Pacific Boulevard will be a minimum of four stories.

Staff Recommendation:

<u>Without Residential</u> - Staff recommends reducing the amount of retail uses to what is necessary for the convenience and personal service needs of the business community. The 5% to 10% limitations are recommended because retail uses within office and employment centers are intended to serve the needs of the employees, not to attract drive-by shoppers.

Staff recommends limiting retail to no more than 10 percent of the office uses—272,220 square feet (rather than the proposed 398,825 sf). Further, Staff finds it reasonable to exclude the one full-service hotel from the maximum amount of retail because it would be meeting a need. Outreach associated with the Route 28 CPAM identified a need for a full-service hotel.

<u>With Residential</u> - Should the Commission recommend approval of the application with 1,400 residential units, Staff could support the proposed amount of retail (398,825 sf) in order to serve the needs of both the business community and the residents. There currently is no "mixed-use business" land use designation in the <u>Revised General Plan</u>. However, the Retail Plan permits a "community retail center" within mixed-use business centers. Community retail centers generally serve 2,000 to 8,000 households, consist of 100,000 to

400,000 square feet of retail to serve weekly shopping and personal needs. Further, when classifying the various types of retail, the Retail Plan assumes 50 to 100 square feet of retail per household. Using that methodology, between 70,000 and 140,000 square feet of retail would be appropriate for the convenience and routine shopping needs of 1,400 households (53,000-106,000 sf retail if the Commission recommends 1,060 residential units and 36,000-72,000 sf if the Commission recommends 720 residential units).

b. Is free-standing retail acceptable?

The **Policy** Comprehensive Plan does not support free-standing retail uses on the subject (neither property for Keynote Employment or Regional Office Centers). Free-standing retail exceeding 50,000 square feet in size is intended to be located within destination retail centers. such Dulles Town Center, because they serve regional market, generally 5.000 30,000 to households. from several communities both within and outside of the County. Free-standing retail attracts drive-by customers, which not employment supportive.

The type of retail intended for office and employment centers is small scale and pedestrian-oriented in order to serve the convenience needs of the office employees within the development.

Free-Standing Retail **Possible Locations BUILDING USE LEGEND** RESIDENTIAL RESIDENTIAL OVER RETAIL RETAIL OFFICE OFFICE OVER RETAIL HOTEL

Proposal

 Grocery stores, health and fitness centers, and specialty retail stores up to 80,000 square feet each Other individual stores at up to 50,000 square feet

Note that at least 200,000 square feet of retail uses, are proffered to be located on the first floor of a multi-story office building or multi-family residential buildings. That would allow for 3 or 4 free-standing retail buildings (total 189,000 sf).

Also, the applicant's illustrative above shows possible locations for free-standing retail, but the illustrative is not proffered; there is no guarantee where the large-scale buildings would be located. Further, as shown, one of the free-standing retail locations, as well as a hotel, appears to be strategically placed to provide visibility from Pacific Boulevard and Route 28.

Staff Recommendation:

<u>Without Residential</u> - Staff recommends removing free-standing retail from the project. Free-standing retail stores would be competing with existing retail uses in the area, including Dulles Town Center, which is designated as the County's "urban center". Without a market study that indicates otherwise, Staff has concerns that the market could support additional free-standing retail.

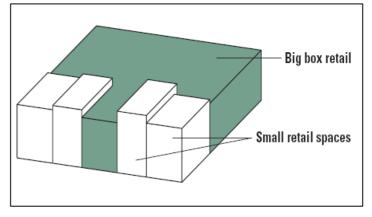
<u>With Residential</u> - Should the Planning Commission recommend approval of residential uses, it is reasonable to have a grocery store and a health and fitness center to serve the residents. Given the site's proximity to a future minor league baseball stadium and the Broad Run, an outdoor sports and recreational store might also be appropriate. So as not to attract drive-by customers and to only serve the needs of the residents, Staff recommends a total of 3 single-occupant retail stores, each of which should not exceed 50,000 square feet in size.

However, even at 50,000 square feet, it is critical that proffers demonstrate that the large-scale stores will:

• Be located internal to the site with no frontage or signage on Route 28, Pacific

Boulevard, and Gloucester Parkway (or strategically situated for visibility from these roadways).

 Be subject to architectural and design standards that ensure that these larger buildings are masked and do not look or function like large-scale



free-standing buildings. Staff recommends the design technique to the right to visually integrate larger buildings with the pedestrian-oriented community.

c. How many hotels are acceptable?

Proposal - The applicant proposes one or more hotels not to exceed 575,000 square feet or 720 rooms; one is proffered to be full-service with meeting rooms and a sit-down restaurant.

Staff Recommendation

Staff recommends reducing the number of hotels to one full-service hotel and proffering a minimum floor area that will be devoted to meeting space and restaurant uses. As stated above, Staff supports a full-service hotel because it would be meeting a need.

Staff is concerned about the long-term viability of multiple hotels on the subject property, given the number of existing hotels in the vicinity. Without a market study Existing Hotels within the Route 28 Corridor

Site

Existing Hotel

disputing such concerns, Staff recommends limiting the number of hotels to one. There are at least 14 existing hotels within the Route 28 Corridor, with others approved but not yet constructed. The overwhelming majority of these are limited service without restaurants and meeting facilities.

3. LAND USE MIX

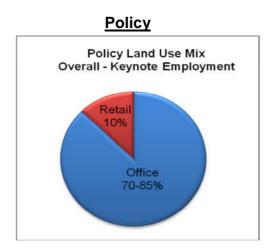
Excluding civic and open space uses, which are based on the entire acreage of the subject property, the applicant proposes the following land use mix based on the developable acreage of the site (excludes the floodplain).

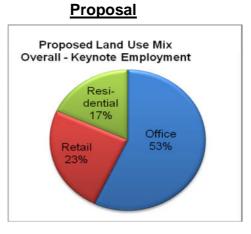
	TOTAL
Office	2,722,200
Retail	398,825
Hotel	575,000
Civic	277,000
Multi-family	1,544,000
Residential	(1,400 units)
TOTAL	5,517,025

Proposed Land Uses

a. Is the proposal consistent with the Keynote Employment land use mix?

As shown on the chart below, Keynote Employment policies do not support residential uses within the land use mix, so the proposed land use mix cannot be consistent with Keynote Employment policies.





<u>Staff recommendation</u> – Staff recommends removing residential uses from the land use mix. Staff cannot support residential uses under the current Keynote Employment policies. Until the Route 28 CPAM is complete, Staff cannot support residential uses on the property. Further, the amount of retail exceeds what is needed to serve the office uses within the land use, but as discussed under the retail portion of this memo, the amount of retail may be acceptable, if the Commission recommends approval of the application with residential uses.

b. Does the project comply with <u>Revised 1993 Zoning Ordinance</u> Section 4-1351, PD-MUB? Purpose and Intent?

<u>Ordinance</u> - The purpose of the PD-MUB zoning district is "to provide for mixed use business developments. The district encourages a compact pedestrian-oriented mix of uses. The uses are regional office, light industrial uses, retail, service, civic and high density residential uses located in close proximity to each other in order to create an attractive environment in which to live, work and play."

<u>Proposal</u> – The applicant proposes office and employment supportive retail on the southern portion of the property and a mix of uses (residential, office, and retail) uses on the northern portion of the property.

Overall, the proposed mix of uses complies with the minimum use percentages of the PD-MUB district. However, Staff questions whether the southern portion (Land Bays N and Q) is consistent with the purpose and intent of the district. Land Bays N and Q are physically separated from the mixed-use community proposed for the northern portion of the property and will not visually appear or function as part of the mixed use community. The remainder of the project is compact, pedestrian-oriented, unified, and interconnected.

The applicant recognizes that the proposed uses within Land Bays N and Q are more consistent with the PD-OP (Planned Development – Office Park) zoning district (and with Keynote Employment policies). Due to time constraints, rather than revise the application with the southern portion of the property proposed for PD-OP, the applicant proposes proffers that would apply to the southern portion of the property that would achieve the intent of the PD-OP district.

<u>Staff recommendation</u> - Staff recommends excluding the southern portion of the property from the PD-MUB rezoning request and revising the application to request PD-OP on the southern portion of the property. Otherwise, the applicant will need to demonstrate to the Zoning Administrator how the southern portion of the property is compact, pedestrian-oriented, unified, and interconnected with the northern portion.

c. Is the Land Use Mix acceptable based on Regional Office (north) and Keynote Employment (south) policies?

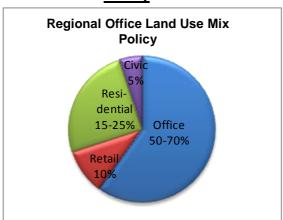
Since Keynote Employment policies do not allow for residential uses, and since the project is clearly separated into northern and southern areas, should the application move forward with residential uses, it is reasonable to evaluate the land use mix on the northern portion of the project for consistency with the Regional Office Policies and the southern portion for consistency with the Keynote Employment policies.

<u>Northern Portion</u> – As shown on the chart and table below, the proposal does not include enough office uses for office to be the predominant use, has too much retail to be employment supportive, and has too many residential units.

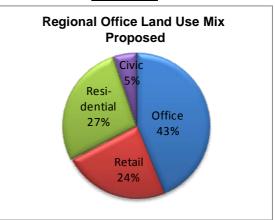
Land Use	Policy % of land area devoted to	Proposed % of land area devoted to
	use	use
Office	50 – 70%	43%
Retail (maximum)	10%	23%
Residential	25%	27%
(maximum)		
Civic	5%	5%

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Proposal



<u>Southern Portion</u> - On the southern portion of the property, with 60 acres of developable land area, the proposed 70 percent or 42 acres of office uses are consistent with the RGP. However, the amount of land area devoted to retail uses (22% or 13 acres) needs to be decreased by 12% or 7 acres.

<u>Staff recommendation</u> - Staff recommends increasing the proposed amount of office uses to at least 50% and decreasing retail uses by at least 10%.

Should the Commission wish to recommend approval of residential uses, Staff recommends reducing the number of residential units in order to decrease the density. Staff notes the following regarding residential uses:

- The proposed land use mix complies with the PD-MUB land use mix of the Revised 1993 Zoning Ordinance.
- Residential uses are proffered to be located in the northwest portion of the site, farthest from public roads and closest to the floodplain.
- Residential uses are proffered to be located in mixed-use buildings.

d. Is the phasing acceptable?

Policy - The Revised General Plan states that office uses should be the predominant use within office and employment developments. The Retail Plan directs developing retail on a pro-rata basis in proportion to the office uses as construction occurs.

<u>Proposal</u> - The application includes up to 2.7 million square feet of office, but office uses are not the predominant use until Phase 3. As proposed, residential would be the predominant use in Phases 1 and Phase 2.

	Phase '	1	Phase 2 / P	hases 1+2	Phase 3 / Phases 1, 2 & 3		
Office	425,000 sf	28%	400,200 sf	37% / 31%	1,897,000 sf	66% / 50%	
Retail	192,625 sf	13%	105,200 sf	10% / 11%	101,000 sf	3% / 7%	
Hotel	130,000 sf	8%	100,000 sf	9% / 9%	345,000 sf	12% / 10%	
Civic	20,000 sf	1%	100,000 sf	9% / 5%	157,000 sf	5% / 5%	
Residential	772,000 sf	50%	386,000 sf	35% / 44%	386,000 sf	13% / 28%	
	(700 units)		(350 units)		(350 units)	(1,400 units)	
TOTAL	1,539,625 sf	100%	1,091,400 sf	100%	2,886,000 sf	100%	

Table 1. Proposed Land Uses and Phasing.

The Applicant contends that the proposed phasing is necessary for financial reasons and would ultimately prefer that the market determine the phasing. The proposed phasing links residential units in this application to the development of the uses within the Kincora Special Exception project. Staff can support linking the phasing of this application with the uses within the Kincora special exception application.

<u>Staff Recommendation</u> – Staff acknowledges that phasing that requires too much office on the front end of a development can ultimately "kill" a project. Staff notes that the Board of Supervisors did not require a phasing condition for the Kincora special exception. However, since this application is located along a major gateway to the County, Staff recommends increasing the amount of Class A office in the first two phases so that Class A office is more visually prominent along the County's major employment corridor.

OVERALL STAFF RECOMMENDATION:

Staff cannot support the proposed land uses because of inconsistencies with the Comprehensive Plan and the <u>Revised 1993 Zoning Ordinance</u>. The Comprehensive Plan does not support residential uses within Keynote Employment Centers or this area of the Route 28 Tax District. Land Bays N and Q do not appear to meet the intent of the PD-MUB district. If the Commission finds residential uses to be appropriate, the number of residential dwelling units needs to be reduced. Within employment and office developments, the Comprehensive Plan does not support free-standing retail uses or retail uses in an amount that exceeds what is necessary to support the development's employees.

SUGGESTED MOTIONS:

1. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center to a subsequent Work Session for further discussion.

OR.

2. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center to the Board of Supervisors with a recommendation of denial based on the following Findings for Denial:

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OR,	
3.	I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated October 10, 2009 and based on the following Findings for Approval:

ATTACHMENTS:

- 1. Vicinity Map
- 2. Conclusions (Land Use)
- 3. Community Planning Referrals (November 24, January 5, 2010)
- 4. CPAM 2009-0001, Route 28 Keynote Employment Policies, Draft Work Plan
- 5. Proffer Statement Excerpt, Land Use, dated October 5, 2009
- 6. Applicant's Proposed Concept Development Plan Land Bay Sheet only
- 7. Applicant's Color Exhibit on Land Uses

VICINITY MAP



Directions: From Leesburg, take Route 7 east to Route 28 south. Turn right (west) onto Severn Way, then right (north) onto Pacific Boulevard to view the southern portion of the property.

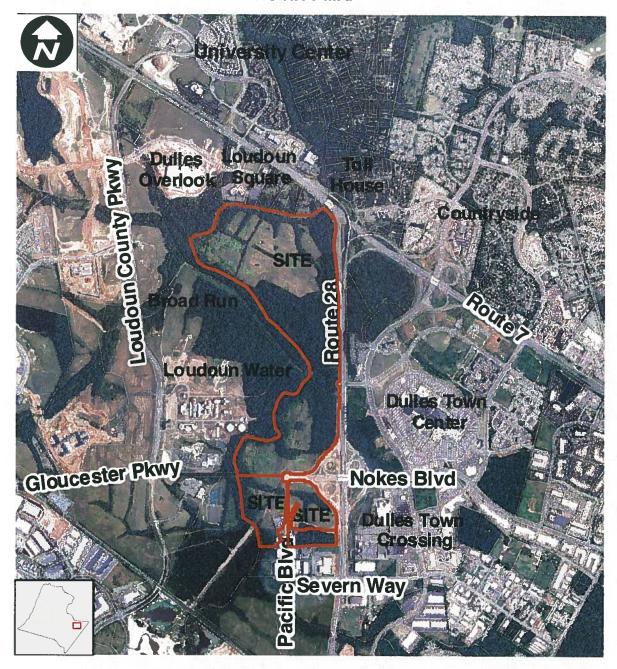
Attachment 1

CONCLUSIONS (LAND USE)

- 1. Land Bays N and Q are disconnected from the rest of the project and do not meet the intent of the PD-MUB district, as set forth in the <u>Revised 1993 Zoning</u> Ordinance.
- 2. The Comprehensive Plan does not support residential uses within Keynote Employment areas or within this area of the Route 28 Highway Improvement Tax District.
- 3. The Comprehensive Plan does not support free-standing retail uses on the subject property.
- 4. The proposed land use mix is inconsistent with the Revised General Plan.
- 5. Phasing is inconsistent with the Revised General Plan.

Attachment 2

VICINITY MAP



Directions: From Leesburg, take Route 7 east to Route 28 south. Turn right (west) onto Severn Way, then right (north) onto Pacific Boulevard to view the southern portion of the property.

Attachment 1

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CONCLUSIONS (LAND USE)

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County of Loudoun

Department of Planning

MEMORANDUM

DATE:

January 6, 2010

TO:

Judi Birkitt, Project Manager

Land Use Review

FROM:

Marie Genovese, AICP

Planner III, Community Planning

SUBJECT: Addendum to ZMAP 2008-0021, Kincora Village Center, Third Referral Community Planning Staff have provided three referrals dated May 5, 2009, September 1, 2009, and November 24, 2009 on the Kincora Village Center (ZMAP 2008-0021) application. Staff met with the applicant on May 27, 2009, August 31, 2009, September 16, 2009, and December 16, 2009 to discuss outstanding issues. One of the outstanding issues is conformance with the land use mix as specified in the Revised General Plan. Land bay acreages including parking and roadways were requested in the three referrals and at the above referenced meetings, with the exception of the September 16, 2009 meeting which pertained to site design only, to accurately determine if the land use mix as defined by the Plan was being met with the proposed application. Since the completion of the third referral, the applicant has provided staff with acreages for each land bay. Staff has provided a detailed analysis of the land use mix below.

OUTSTANDING ISSUES LAND USE MIX

In the first three submissions of the application, the applicant provided land use mix percentages based on the development's maximum floor area, rather than as a percentage of land area. Staff was unable to use the information provided to calculate the land use mix as it was difficult to ascertain the limits of each individual land bay. For instance, the area south of Land Bay D and north of Land Bay G is labeled as surface parking and the areas to the east and west of Land Bay D are labeled for employment, retail, and parking uses but are not associated with any land bay. In addition, roadways have not been included in the land bay designations. On January 4, 2010, via e-mail, the applicant provided acreages for each land bay including roadways and stated that these acreages would be reflected in the next iteration of the Concept Plan currently being finalized. Staff has used this information to calculate the land use mix as a

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percentage of the land area assuming that the square footages provided for each use by land bay on Sheet 13 (Concept Plan Tabulation Sheet) dated October 2, 2009 have

remained the same¹. For vertically-integrated mixed-use developments like Kincora, staff uses the same methodology the County has historically used for other developments, whereby the land use is calculated based on the percentage of the acreage equivalent to the use.

As stated in previous referrals, if the Kincora rezoning application is considered further, it may be appropriate to use the recommended land use mix for Regional Office developments for the northern portion of the property since this portion of the Kincora project resembles a mixed-use regional office development and the Keynote Employment land use mix for the southern portion of the property where the application is not proposing a residential component. The separation of the two developments is demonstrated further in the June 2009 Kincora Design Standards in which the applicant states "The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center".

The land use mix, as defined by the Plan is measured as a percentage of the gross land area (*Revised General Plan*, *Chapter 6*). Staff understands approximately half of the subject site is located within the river and stream corridor resource making it difficult to meet the minimum use percentages as called for in the Plan. Therefore, it may be appropriate to apply the percentage of residential and non-residential development on the developable acreage of the site rather than the gross acreage of the site for the Kincora rezoning application. The Plan allows for 50% of the required public parks and open space to be located within the river and stream corridor resource; therefore, the minimum percentages for public parks and open space and public and civic uses should still be based on the gross acreage of the site. Staff has calculated the land use mix for residential, office, and commercial retail and service uses based on the developable acreage for the northern portion of the subject property (see Table 1 below and Attachment 1) and office and commercial retail and service uses based on the developable acreage for the southern portion of the subject property (see Table 2 below and Attachment 1).

¹ Please note staff does not agree with the developable acreage for Land Bays N and Q. The river and stream corridor resource per County data impacts both Land Bays N and Q; however, the applicant proposes a different floodplain boundary per an active floodplain alteration (FPST 2009-0004). Staff notes per the Department of Building and Development July 30, 2009 comments on the active floodplain alteration, the amount of proposed fill shown for Pacific Boulevard, near its intersection with Gloucester Parkway, is not necessary for roadway construction.

Table 1: Regional Office Land Use Mix – Developable Acreage – Northern Portion of the Subject Property

	,			
Regional Office Land Use Categories ¹	Minimum Required	Maximum Permitted	Acres	Percentage of Developable Land Area ²
High Density Residential	15%	25%	26.91	27.36%
Regional Office	50%	70%	42.59	43.29%
Commercial Retail & Services ²	0%	10%	23.22	23.60%
Light Industrial/Flex	0%	20%	0	0%
Overall Commercial & Light Industrial	0%	20%	23.22	23.60%
Total Developable Acreage			98.39	

¹Land Bays A-K are based on the acreage of each land bay provided by the applicant via e-mail dated January 4, 2010 and the use square footages per land bay provided on the Concept Plan Tabulation Sheet (Sheet 13) dated October 2, 2009.

Table 2: Keynote Employment Land Use Mix – Developable Acreage – Southern Portion of the Subject Property

Keynote Employment Land Use Categories ¹	Minimum Required	Maximum Permitted	Acres	Percentage of Developable Land Area ²
Regional Office	70%	85%	41.91	69.89%
Commercial Retail &				
Services ²	0%	10%	13.23	22.06%
Total Developable Acreage			59.97	

¹Land Bays N and Q are based on the acreage of each land bay provided by the applicant via e-mail dated January 4, 2010 and the use square footages for both land bays provided on the Concept Plan Tabulation Sheet (Sheet 13) dated October 2, 2009.

As shown in Tables 1 and 2 above, based on the developable acreage of the southern and northern portions of the subject property, commercial retail and service uses

²The square footage for civic uses as provided on the Concept Plan Tabulation Sheet have been deducted from the developable acreage (5.66 acres) and the use percentages; however, civic uses have not been included in the above ^a table because the minimum required amount of civic uses should be based on the gross acreage of the site (336 acres) rather than the total developable acres.

²The square footage for civic uses as provided on the Concept Plan Tabulation Sheet have been deducted from the developable acreage (4.83 acres) and the use percentages; however, civic uses have not been included in the above table because the minimum required amount of civic uses should be based on the gross acreage of the site (336 acres) rather than the total developable acres.

ZMAP 2008-0021, Kincora Village Center Community Planning Third Referral Addendum January 5, 2010 Page 4

occupy over twice as much land area as permitted by the Plan while office uses do not meet the Plan's minimum.

Residential

Residential development as called for in the Plan is permitted to occupy a maximum 25% of the land area at densities between 8 and 16 dwelling units per acre (Revised General Plan, Chapter 6, Regional Office Policy 2 and High-Density Residential Use Policy 1). While the proposed residential uses slightly exceed the permitted maximum percentage of the developable land area, the dwelling units far exceed what is permitted by the Plan. The applicant may use the floodplain area to determine the maximum permitted dwelling units for the subject site. The northern portion of the subject property inclusive of the floodplain is approximately 180 acres, 25% of which (45 acres) may contain residential uses at a maximum residential density of 16 dwelling units per acre yielding a maximum of 720 dwelling units, 680 less than what is being proposed. Furthermore, since approximately half of the subject site contains floodplain, the actual dwelling units per acre on the ground will be much higher than 16 dwelling units per acre since the units will be concentrated on less land area making the design of the residential buildings even more crucial to ensure the integration with the surrounding community. Based on the number of units proposed (1400), along with the acreage devoted to residential uses per land bay (1.8 to 9.3 acres), the densities for residential land bays will range from 44 dwelling units per acre up to 63 dwelling units per acre (See Attachment 1). Based on a similar distribution of the total number of units over the same acreage, if the applicant were to reduce the number of dwelling units to what is permitted by the Plan for Regional Office developments (720 units) the dwelling units per acre would range from approximately 23 dwelling units per acre to 32 dwelling units per acre.

Retail

While the Plan limits retail and commercial service uses to 10% of the gross land area, the Retail Plan further limits the retail component within office and employment developments to 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (*Retail Plan, Employment Supportive Retail Center Policy 3*). Based on the floor area of office proposed, 2.7 million square feet, the applicant is limited to 136,110 square feet of employment supportive retail. The applicant is proposing 398,825 square feet of retail exclusive of commercial service uses (i.e., hotels), representing approximately 14.7% of the gross floor area of the proposed office land uses. As stated in the third referral dated November 24, 2009, staff has concerns regarding the amount and scale of retail uses proposed. As currently proposed there is no assurance that the site will develop with the small scale retail uses envisioned for a pedestrian-oriented mixed-use development.

Staff recommends the applicant remove residential land uses from the proposal consistent with the Keynote Employment policies of the Plan. However, if the

ZMAP 2008-0021, Kincora Village Center Community Planning Third Referral Addendum January 5, 2010 Page 5

application is considered further, staff recommends updating the plats and proffers reducing the amount of residential and retail uses and increasing the amount of office uses consistent with the land use mix for Regional Office and Keynote Employment developments.

ATTACHMENTS

Attachment 1: Land Use Mix Analysis by Land Bay

cc: Julie Pastor, AICP, Planning Director Cynthia Keegan, AICP, Program Manager

ATTACHMENT 1: LAND USE MIX ANALYSIS BY LAND BAY

Office (sq. ft.) 450,000 375,000 10,000 558,000	Hotel (sq. ft.)	Retail (sq. ft.)	Residential (sq. ft.) 281,000	Residential (dus/acre) 255	Č
Acreage Office (sq. ft.) 5.07 450,000 9.25 375,000 8.44 10,000 16.06 558,000 4.69 86,200	lotel (sq. ft.)	Retail (sq. ft.)	(sq. ft.) 281,000	(dus/acre) 255	
5.07 11.51 450,000 9.25 12.00 8.44 10,000 16.06 558,000 4.69 86,200			281,000	255	CIVIC
11.51 9.25 12.00 8.44 16.06 4.69					
9.25 12.00 8.44 16.06 4.69					25,000
12.00 8.44 16.06 4.69			446,000	405	
16.06		63,000	176,000	160	25,000
16.06		53,000	521,000	472	
4.69	345,000	30,000	120,000	108	42,000
		56,200			
H 5.63 93,000		65,000			15,000
J 20.65 300,000	130,000	62,625			100,000
K 5.09		40,000			
Total 98.39 1,872,200	475,000	369,825	1,544,000	1,400	207,000

Acreage provided by the applicant. Use per land bay provided on Sheet 13, Concept Plan Tabulation Sheet dated October 2, 2009.

ortion of the Site)		al Retail Units per	Residential	5.07 50.3	0.61	9.25 43.8	1.18 3.31 48.4 0.47	0.77 7.53 62.7	5.50 1.76 61.4 0.62	1.85	2.12 0.49	6.71 3.48	5.09	23.22 26.91 5.66	
	Dwelling	Units pe												П	^
the Site)			Residentia	5.0		9.2	3.3	7.5	1.7					26.9	7000 10
Table 2: Land Use Acreage per Land Bay (Northern Portion of the Site)		Commercial Retail	& Service				1.18	72.0	5.50	1.85	2.12	6.71	5.09	23.22	/000 66
per Land Bay			Retail				1.18	0.77	0.44	1.85	2.12	2.18	5.09	13.63	/010 CT
Use Acreage			Hotel						5.06			4.53		9.59	1010
Table 2: Land		п	Office		10.90		7.04	0.14	8.18	2.84	3.03	10.45	82	42.59	7000 07
			Acreage	5.07	11.51	9.25	12.00	8.44	16.06	4.69	5.63	20.65	5.09	98.39	
			Land Bay	<	മ	O	۵	Ш	ш	တ	I	7	×	Total	

Table 3: Proposed Development per Land Bay (Southern Portion of the Subject Property)

	I able of Pioposed Dev	sea pevelopinent p	el Lalla Day (Southell)	elopinem per cana pay (Southern Forthold the Subject Foberty)	pc1:y/
Land Bay	Acreage	Office (sq. ft.)	Hotel (sq. ft.)	Retail (sq. ft.)	Civic
z	14.16		100,000		20,000
a	45.81	850,000		29,000	50,000
Total	59.97	850,000	100,000	29,000	70,000

Acreage provided by the applicant. Please note, staff does not agree with the acreages for Land Bays N and Q as areas identified as river and stream corridor resources per County data have been included in the acreage totals. Use per land bay provided on Sheet 13, Concept Plan Tabulation Sheet dated October 2, 2009.

Table 4: Land Use Acreage per Land Bay (Southern Portion of the Site)

		_	_	_	$\overline{}$
	Civic	2.36	2.47	4.83	N/A
date 4: Falla Ose Aciedge per Falla Bay (Southern Sino)	Commercial Retail & Service			13.23	22.06%
Talle Del (Della Pilla)	Retail		1.43	1.43	2.38%
	Hotel	11.80		11.80	19.68%
	Office		41.91	41.91	%68.69
	Acreage	14.16	45.81	59.97	
	Land Bay	z	a	Total	Percentage

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2-4

- 1. The proposal is not consistent with the intent, recommended land use mix and economic strategy for Keynote Employment Centers, as defined in the <u>Revised General Plan</u>. The project proposes residential dwelling units, exceeds the amount of commercial retail and service uses and does not identify public and civic uses that conform to the recommended land use mix for Keynote Employment Centers;
- 2. The subject site is not located within any of the three locations specified within the Route 28 Tax District where residential development is permitted nor is the site designated for high-density residential uses. Notwithstanding the County's option to allow residential development to "buy out" of the District, any further increase in residential development reduces the viability of the Route 28 Tax District to fund future roadway improvements;
- 3. As this is an area of the County where residential development is not anticipated the fiscal costs associated with residential uses have not been projected into County budgetary plans. The proposed residential community is also isolated from the services that are intended to support it such as, schools, parks, etc. creating an auto dependent community which will increase transportation within the Route 28 Corridor;
- 4. The scale and intensity of proposed retail uses is not consistent with the high quality architectural design objectives of Keynote Employment areas. Offices would no longer be the defining architectural feature in the community;
- 5. Office uses are not the predominant use in each phase of the development; and
- 6. The design of the site is not consistent with the objectives of the Plan.

The application does not meet the policies of the Revised General Plan for planned Keynote Employment Centers. Although, staff cannot support the proposal due to significant and fundamental land use issues, staff has evaluated the proposed land use mix, phasing, and design as well as capital facility and open space impacts should the application move forward.

BACKGROUND

NA Dulles Real Estate Investor LLC proposes to rezone approximately 336.60 acres from PD-IP (Planned Development – Industrial Park) to PD-MUB (Planned Development – Mixed Use Business) to develop a mixed-use community that includes approximately 2.7 million square feet of office uses; 970,000 square feet of commercial retail and service uses, including a 575,000 square foot (720 room) hotel/conference center; 1.5 million square feet of multi-family residential (1,400 dwelling units); and civic and open space uses, including a 167-acre passive park along the Broad Run. The applicant is also proposing modifications to the Zoning Ordinance, Facilities Standards Manual (FSM), and Land Subdivision and Development Ordinance (LSDO). On July 21. 2009 the Board of

21, 2009 the Board of Supervisors approved a special exception (SPEX 2008-0054) for a minor league baseball stadium, office uses, and commercial retail and service uses on a portion of the property (see Vicinity Map).

The property is located within the Route 28 Highway Improvement District (Route 28 Tax District) south of Route 7, north of Severn Way, west of Route 28 and east of the Broad Run (See Vicinity Map). Development

surrounding the site

Copies Town Conter Site

Spex 28
Site

Loudoun Water Broad Run Reclamation

Dulles Town Center

Noves 8194

includes Dulles Town Center to the east across Route 28, Loudoun Water's Broad Run Reclamation facility to the west, and Loudoun Square and Cross Creek Business Center to the north.

The applicant has provided a table outlining revisions to the Concept Plan and proffers and the corresponding referral agency comments these changes address. While minor inconsistencies outlined in the Community Planning second referral dated September 1, 2009 have been included in this table, the major issues indicated in the first and second referrals have not been addressed and continue to be outstanding. The Planning Commission held a public hearing on the rezoning application on October 15, 2009 and voted to send the application to a worksession for further discussion. Since the public hearing, staff has received the applicant's third referral submission. Several issues

remain outstanding, including the primary issue pertaining to inconsistency with the designated planned land use. Staff has outlined outstanding issues below.

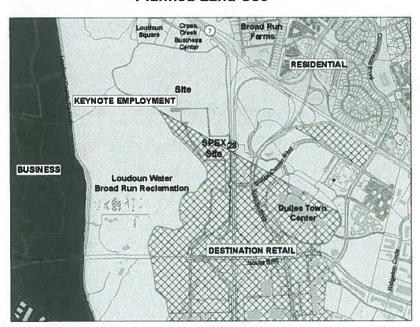
OUTSTANDING ISSUES

A. LAND USE

The Revised General Plan identifies the site as suitable for Keynote Employment uses with a portion of the property having a Destination Retail Overlay (Revised General Plan, Chapter 7, Planned Land Use Map). It is the applicant's decision which land use they wish to pursue; however, it is not the Plan's intent that aspects of the two planned land use designations be intermingled with each other. The applicant's Statement of Justification provides they wish to pursue office development consistent with Keynote Employment uses; however, they are also seeking to develop residential uses which are inconsistent with the Plan.

The intent of the Keynote policies is to provide 100-percent premier office or research-or-development centers along major corridors supported by ancillary retail and personal services for employees of the development (*Revised General Plan, Chapter 6, Keynote Employment Centers Text*). The Plan specifically precludes residential development within areas planned for Keynote Employment (*Revised General Plan, Chapter 6, Keynote Employment Centers Text*). Furthermore, the subject property is also located within the Route 28 Highway Improvement Tax District, which limits residential development to three specific locations as well as areas designated as high density residential on the Planned Land Use Map (*Revised General Plan, Chapter 6, General Residential Policy 3*). The subject site is not located in an area within the Route 28 Tax District where residential uses are permitted.

Planned Land Use



The applicant is proposing a mixed-use development consisting of approximately 2,722,200 square feet of office uses, 973,825 square feet of commercial service and retail uses (including 575,000 square feet of hotel uses), 1,544,000 square feet of residential uses or 1,400 dwelling units, and 277,000 square feet of public, civic, and institutional uses to be developed in phases. The proposed mixed-use development is not consistent with the intent and land use mix for Keynote Employment Centers, as defined in the Revised General Plan. As this is an area of the County where residential development is not anticipated the proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc. creating an auto-dependent community which will increase transportation within the Route 28 Corridor (for example, children in this community would travel to Ashburn for school, Cascades for the library, and Claude Moore Park for sports). In addition, residential development within the Route 28 Tax District in an area where it is not intended reduces the viability of the district to fund future roadway improvements (CTP, Appendix 3, Special Tax Districts).

Until such time as the Board of Supervisors changes policies regarding such uses within Keynote Employment areas, staff can only support an application that meets current policies.

The proposed residential land uses are not consistent with the Keynote Employment policies of the Plan. Staff recommends the applicant remove residential land uses from the proposal. Until the Board of Supervisors provides a different vision for this area, staff can only support Destination Retail or Keynote Employment uses on the subject property.

As stated above, staff cannot support the proposed rezoning; however if this application is considered further the following should be addressed:

B. LAND USE MIX

If the application is considered further it may be appropriate to use the recommended land use mix for Regional Office developments as outlined in Table 1 below for the northern portion of the property since this portion of the Kincora project resembles a mixed-use regional office development and the Keynote Employment land use mix outlined in Table 2 for the southern portion of the property where the application is not proposing a residential component. The separation of the two developments is demonstrated further in the June 2009 Kincora Design Standards in which the applicant states "The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center".

Table 1: Recommended Regional Office Land Use Mix (as a % of land area)

Regional Office	Minimum	Maximum
Land Use Categories	Required	Permitted
High Density Residential	15%	25%
Regional Office	50%	70%
Commercial Retail &		
Services	0%	10%
Light Industrial/Flex	0%	20%
Overall Commercial &		
Light Industrial	0%	20%
		no
Public & Civic	5%	maximum
Public Parks & Open		no
Space	10%	maximum

Table 2: Recommended Keynote Employment Land Use Mix (as a % of land area)

Keynote Employment Land Use Categories	Minimum Required	Maximum Permitted
	15%	25%
Regional Office	70%	85%
Commercial Retail &		
Services	0%	10%
		no
Public & Civic	5%	maximum
Public Parks & Open		no
Space	10%	maximum

As stated in the first and second referrals, the land use percentages defined by the applicant are not provided as a percentage of land area, but rather are based on the development's maximum floor area; therefore, staff is unable to determine if the uses exclusive of residential meet the land use mix as defined by the Plan. For verticallyintegrated mixed-use developments like Kincora, staff uses the same methodology the County has historically used for other developments, whereby the land use is calculated based on the percentage of the acreage equivalent to the use. While the applicant has provided square footage of use by land bay (Sheet 13, Concept Plan Tabulation Sheet), it is difficult to determine the acreage devoted to each land bay as roads, parking, and open space areas have not been included within all the land bays. Therefore, staff is unable to determine the land use mix based on the gross acreage of the subject property (also see Open Space Preservation Program discussion below). Furthermore, there are areas labeled for employment and retail uses on Sheets 11 and 12 of the CDP that are not assigned to a specific land bay. Staff met with the applicant on August 31, 2009 to discuss outstanding issues identified during the second referral review. At this meeting the applicant stated they would provide land bay acreages, including roadways, parking areas, river and stream corridor resources, etc. so that staff could calculate the land use mix based on the gross acreage of the site consistent with Plan policies. As of the writing of this referral the applicant has not provided the land use mix based on the gross acreage of the subject property or acreages for each land bay including all areas of the subject property.

Staff requests the applicant specify on the proffered Concept Plan (Sheets 8-12) and the Concept Plan Tabulation Sheet (Sheet 13) a breakdown of land use mixes, measured as a percentage of the land area. The breakdown should correspond with the land use mix for Regional Office developments for the northern portion of the subject site and Keynote Employment for the southern portion of the subject site based on the gross acreage of the subject site (see further discussion below). The land use mix for Regional Office and Keynote

Employment developments as defined in the <u>Revised General Plan</u> is based on the gross acreage of the subject site rather than the development's maximum floor area as currently provided.

The information provided on Sheet 13 does not correspond with Sheet 9 of the Concept Plan. Sheet 13 provides that Land Bay N will consist of hotel and civic uses, while Sheet 9 provides that Land Bay N will consist of hotel, civic, non-hotel commercial, and employment uses. Furthermore, Proffer IG2 provides that the if an application for a performing arts center has not been filed within 10 years of the rezoning approval, the two-acre performing arts center site proposed within Land Bay J may be relocated to a two-acre site within the northern portion of the property. There is no indication where this two-acre site would be located and how the relocation of the two-acre site would impact the land bay square footages provided on Sheet 13.

The Concept Plan and Concept Plan Tabulation Sheet (Sheet 13) should be revised to accurately depict the proposed uses within each land bay.

If the application is considered further, staff has provided an estimate of the anticipated land use mix for Regional Office developments for the northern portion of the site and Keynote Employment for the southern portion of the site. While staff cannot provide a thorough analysis of the anticipated land use mix due to the lack of information provided, Tables 3 and 4 below provide the minimum and maximum land use potential for the subject property as currently proposed. The proposed residential and retail uses proposed exceed what is permitted in the Plan, while the southern portion of the site proposes less regional office uses than anticipated.

Table 3: Regional Office Land Use Mix – Northern Portion of the Subject
Property¹

Regional Office	Minimum	Minimum	Maximum	Maximum	
Land Use Categories	Required	Development	Permitted	Development	Proposed
High Density					
Residential	15%	432 dus	25%	720 dus	1,400 dus
		1.5 mil. sq. ft.		2.2 mil. sq. ft.	
		0.4 FAR		0.4 FAR	
		3.9 mil. sq. ft.		5.4 mil. sq. ft.	
Regional Office	50%	1.0 FAR	70%	1.0 FAR	1.9 mil. sq. ft.
Commercial Retail &					369,825 sq. ft. ³
Services ²	0%	0	10%	93,610 sq. ft.	844,825 sq. ft. ⁴
				627,264 sq. ft.	
				0.4 FAR	
				1.5 mil. sq. ft	
Light Industrial/Flex	0%	0	20%	1.0 FAR	0
				627,264 sq. ft.	III
				0.4 FAR	
Overall Commercial &			li i	1.5 mil. sq. ft	369,825 sq. ft. ³
Light Industrial	0%	0	20%	1.0 FAR	844,825 sq. ft. ⁴
			no		To be
Public & Civic	5%	9.0 acres	maximum		determined
Public Parks & Open			no	- 63	To be
Space	10%	18 acres	maximum		determined

Based on approximately 180 acres, inclusive of floodplain being developed as Regional Office as depicted on the Concept Plan Tabulation Sheet (Sheet 13). Residential land uses based on a maximum of 16 dwelling units per acre (Revised General Plan, Chapter 6, High-Density Residential Use Policy 1), Non-residential land uses based on a .4 to 1.0 FAR (Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix).

²The Retail Plan limits commercial retail and service uses to 5% of the gross floor area measured in square feet of the non-residential development, or 93,610 square feet for the 1,872,200 square feet of office uses proposed within the northern portion of the subject site (*Retail Plan, Employment Supportive Retail Center Policy 2*).

³Commercial retail and services square footage exclusive of the proposed hotel square footage.

⁴Commercial retail and services square footage inclusive of the proposed hotel square footage.

Table 4: Keynote Employment Land Use Mix – Southern Portion of the Subject Property¹

Regional Office	Minimum	Minimum	Maximum	Maximum	1
Land Use Categories	Required	Development	Permitted	Development	Proposed
		1.9 mil. sq. ft.		2.3 mil. sq. ft.	
	1	0.4 FAR		0.4 FAR	
		4.7 mil. sq. ft.		5.7 mil. sq. ft.	
Regional Office	70%	1.0 FAR	85%	1.0 FAR	850,000 sq. ft.
Commercial Retail &					29,000 sq. ft. ³
Services ²	0%	0	10%	42,500 sq. ft.	129,000 sq. ft. ⁴
			no		To be
Public & Civic	5%	7.75 acres	maximum		determined
Public Parks & Open	**		no		To be
Space	10%	15.5 acres	maximum	- 4	determined

Based on approximately 150 acres, inclusive of floodplain being developed as Keynote Employment as depicted on the Concept Plan Tabulation Sheet (Sheet 13). Regional Office uses based on a .4 to 1.0 FAR (<u>Revised General Plan</u>, Chapter 6, Suburban Policy Area Land Use Matrix).

Staff recommends updating the submitted plats and proffers reducing the amount of residential and retail uses and increasing the amount of office uses to be consistent with the land use mix as called for in the Plan (see Tables 3 and 4 above).

Retail

While the Plan limits retail and commercial service uses to 10% of the gross land area, the Retail Plan further limits the retail component within office and employment developments to 5% of the gross floor area (measured in square feet) of the nonresidential uses in the development (Retail Plan, Employment Supportive Retail Center Policy 3). Based on the floor area of office proposed, 2.7 million square feet, the applicant is limited to 136,110 square feet of employment supportive retail. The applicant is proposing 398,825 square feet of retail exclusive of commercial service uses (i.e., hotels), representing approximately 14.7% of the gross floor area of the proposed office land uses. The October 5, 2009 proffers provide that at least 200,000 square feet of the proposed retail uses will consist of employment supportive uses and has included examples of such uses (Proffer IB2). The proffers further provide that with the exception of grocery stores, health and fitness centers, and specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities, each of which may contain up to 80,000 square feet, no individual retail sales establishment shall exceed 50,000 square feet (Proffer IB2). The Retail Plan calls for Freestanding Retail, individual stores larger than 50,000 square feet

²The Retail Plan limits commercial retail and service uses to 5% of the gross floor area measured in square feet of the non-residential development, or 42,500 square feet for the 850,000 square feet of office uses proposed within the southern portion of the subject site (*Retail Plan, Employment Supportive Retail Center Policy 2*).

Commercial retail and services square footage exclusive of the proposed hotel square footage.

¹Commercial retail and services square footage inclusive of the proposed hotel square footage.

to locate in areas designated for Destination Retail Centers (*Retail Plan, Freestanding Retail Policy 1*). In addition, as the types of retail uses envisioned to support the office and residential uses are intended to be smaller scale, pedestrian-oriented uses, the 50,000 square foot limit for individual retail sales establishments is also not consistent with Plan policies. Large scale retail uses serve a regional market, relying almost solely on automobile access which is not consistent with a pedestrian-oriented mixed-use development. While a portion of the property does have a Destination Retail Overlay it is the Plan's intent that a property develop with either Destination Retail uses or the underlying land use designation (*Revised General Plan, Chapter 7, Planned Land Use Map*).

Staff continues to have concerns regarding the amount and scale of retail uses proposed. As currently proposed there is no assurance that the site will develop with the small scale retail uses envisioned for a pedestrian-oriented mixed-use development. Staff recommends the applicant revise Proffer IB2 reducing the maximum square footage for retail sales establishments. The proposed 80,000 square foot cap for a grocery store, health club, and specialty sporting goods retail store as well as the 50,000 square foot limitation for all other retail uses does not meet the intent of the Plan, which calls for employment supportive retail uses to be designed and scaled for the intended service population (*Retail Plan, General Retail Policies Text*). As currently proposed there is no guarantee that any retail use on the subject property will be less than 50,000 square feet. In order to address the integration of retail uses, staff recommends the applicant revise the submitted proffers and Design Guidelines to prohibit retail uses from being visible from Pacific Boulevard, Route 28, and Gloucester Parkway.

Staff recommends the applicant reduce the amount of retail uses to a total of 136,110 square feet or 5% of the total office uses in the development. As stated previously, the Plan does not support residential development on the subject site; however, if the application is considered further it may be appropriate to consider additional retail uses to support the residents of the mixed-use community provided they are of a scale and intensity consistent with the Plan. The proffers should be updated limiting the size of the proposed retail uses to ensure they are of a scale that serves primarily the convenience needs of the business and residential uses. Staff recommends committing to smaller scale retail uses to ensure the development of pedestrian-oriented uses. Staff recommends revising the proffers and Design Guidelines prohibiting retail uses from being visible from Pacific Boulevard, Route 28, and Gloucester Parkway (see Attachments 1 and 2).

Hotel

The submitted proffers (IB3) provide that one or more hotel uses will be located on the subject site not to exceed a total of either 575,000 square feet or 720 rooms and that at least one of the hotels shall be a "full service hotel" including a range of services and

amenities, including a minimum 3,500 square foot sit-down restaurant, room service, concierge services, and a minimum of 3,500 square feet meeting rooms. The Concept Plan Tabulation Sheet (Sheet 13) displays three separate locations adjacent to Route 28 for potential hotel uses. Staff notes that there are several hotels along the Route 28 Corridor and continues to question the need for more than one hotel use on the subject site (see Market Study discussion below).

Staff recommends limiting the number of hotels to one.

Residential

The applicant is proposing a maximum of 1,400 multi-family dwelling units on the subject property. Staff notes that the PD-MUB District does not implement the Plan's vision for the subject site, which does not permit residential uses. If residential uses are considered further the number of units should be reduced (see Table 3 above) and developed following significant employment development to ensure the employees working in the community the best opportunity to reside in these units (See Phasing discussion below).

Civic Space

Civic space includes community centers, small churches, fire and rescue facilities, schools, non-profit day care centers, plazas, public art, and entrance features (*Revised General Plan, Chapter 6, Open Space Policy 2 & Glossary*). The submitted proffers provide that a minimum of 5% of the total floor area to be constructed on the property will be devoted to public/civic/institutional uses (Proffer IB5). Staff notes that the land use mix as defined in the Plan calls for 5% of the total land area rather than the total floor area.

The submitted proffers provide examples of the types of civic space that may be provided to include village greens, plazas, sculpture and flower gardens, picnic areas, gazebos, government offices, public meeting halls, libraries, museums, community club houses, community centers, post offices, day care facilities, church sites, performing arts centers, amphitheaters, and a public use site. The proffers also include commitments for a 2-acre performing arts center and related civic uses (Proffer IG), a 10,000 square foot central plaza (Proffer IH), and a five-acre public use site (Proffer VIA). While these facilities may count towards meeting the civic space requirement of the land use mix, staff notes that the proffers include wording that relieves the applicant of the 2-acre performing arts center requirement if a similar facility is located within a 5mile radius. While staff understands that the 2-acre site may not be suitable for a performing arts center if a similar facility is developed in close proximity; if the applicant wishes to count this towards meeting the civic space requirement then the proffers need to be amended to provide that the 2-acres will be provided for some other civic amenity if the performing arts center is not located on site. Staff also notes that while Proffer VIA states that the applicant will provide a minimum of five buildable acres (i.e., an area not encumbered by floodplain, wetlands, or very steep slopes) within Land Bay N for a

fire and rescue and/or sheriff substation facility, Land Bay N contains river and stream corridor resources (see River and Stream Corridor Resource discussion below).

Furthermore, please note that a gazebo does not typically meet the civic space requirement for a development of this size and a day care center must be a non-profit facility to count towards meeting the civic space requirement of the land use mix. The applicant has provided a Civic Space Exhibit (Sheets 32 and 33), which shows possible public, civic, and institutional uses totaling 15.10 acres and a possible 81,000 square foot or 1.86 acres central plaza however, staff notes the applicant is not providing any commitments to conformity with these sheets. The civic space as depicted on these sheets does not appear to accurately show potential civic space. For example, staff notes that an office building in Land Bay J is shown as a civic use and the central plaza is not actually central to the mixed-use community. Staff recommends locating the central plaza at the end of Road 6 creating a focal point for the community (see Attachments 1 and 2).

The Broad Run Toll House and Bridge Ruins, located north of the subject property, are the only such combination existing in Virginia and as such were one of the first Loudoun County properties to be listed in the National Register of Historic Places in 1970. The Toll House and Bridge were then designated by the County as a local Historic Site District in 1972. The proposed alignment of Pacific Boulevard across the Broad Run adversely impacts the Toll House so that preservation of the resource in its current location would not be possible. County staff as well as the Virginia Department of Transportation have requested the realignment of Pacific Boulevard to the west and/or south to avoid adversely affecting the Toll House. However, regardless of the Pacific Boulevard alignment, the resource will be impacted whether visually or structurally. Staff strongly encourages the realignment of Pacific Boulevard allowing for the preservation of the Broad Run Toll House and Bridge Ruins in their current location (see Community Information and Outreach, Community Planning, and Parks, Recreation, and Community Services joint referral). Staff continues to recommend the applicant include the Toll House property as a part of the rezoning application. As stated above, it does not appear that the applicant is meeting the public and civic space component of the land use mix. The preservation of this significant County historic resource in its current location could provide a valuable civic space component to the application.

Staff recommends the applicant provide at least 5% of the total land area, or 16.83 acres as public and civic uses. The size, location and phasing of all public and civic uses should be clearly and correctly identified on the Concept Plan and quantified on the Concept Plan Tabulation Sheet to accurately calculate the amount of civic space proposed. Staff recommends the applicant commit to the central plaza in a central location within the northern portion of the site where the applicant is proposing the mixed-use community. Staff recommends the applicant commit to minimum civic amenities located throughout the site to ensure that the residents and employees will be adequately served. The proffers

should be updated to list only those uses that meet the definition of civic space as identified in the Plan (see Attachments 1 and 2). Staff encourages the applicant to include the Toll House property as a part of the rezoning application, including the preservation of the resource in its current location as a civic component of the proposed development.

C. PHASING

Policies call for a phasing plan to be included with all mixed-use projects to ensure a build-out relationship between residential and non-residential components of the project (*Revised General Plan*, *Chapter 6*, *Land Use Pattern and Design Policy 6*). The submitted proffers include linkages between non-residential and residential uses, including uses approved as part of SPEX 2008-0054, Kincora Village – Office/Recreational Complex¹. Table 5 below summarizes the linkages as proposed with the submitted proffers.

Table 5: Proffer Linking Non-Residential Uses to Residential Development

	Non-residential*	Residential		
	780,000 square feet			
	15% of the total non-residential uses	928 dwelling units		
Proffer IF1 –	4% of the total office uses	66% of the total residential uses		
Phase 1	(maximum 195,000 sq. ft. retail, minimum 150,000 sq. ft. office)	(700 dus + 228 ADU and workforce housing units)		
		1,153 dwelling units		
		82% of the total residential uses		
		(925 dus + 228 ADU and workforce housing units)		
	1,500,000 square feet	1,303 dwelling units**		
	29% of the total non-residential uses	93% of the total residential uses		
Proffer IF2 -	22% of the total office uses	(1,075 dus + 228 ADU and workforce housing		
Phase 2	(maximum 300,000 sq. ft. retail, minimum 800,000 sq. ft. office)	units)		
	No further linkage limitation on timing of	residential uses once occupancy		
Proffer IF3 -	permits have been issued for more tha	n 1,500,000 square feet of non-		
Phase 3	residential uses on the rezoning property and/or the special exception property			

^{*}May include non-residential development approved with the SPEX 2008-0054.

While the proposed linkage proffers include minimum floor area requirements for office uses as well as maximum floor area requirements for retail uses, staff notes the non-residential floor area may include the proposed 575,000 square feet of hotel uses as well as uses approved as part of SPEX 2008-0054, Kincora Village – Office/Recreational Complex. As shown in Table 5 above when taking into account the total amount of square footage proposed for each type of use there is a disportionate

^{**}If a zoning permit has been issued for the baseball stadium proposed with SPEX 2008-0054, then the applicant may develop up to 1,303 dwelling units as part of Phase 2.

¹ SPEX 2008-0054, Kincora Village – Office/Recreational Complex, approved by the Board of Supervisors on July 21, 2009 is permitted to develop up to a 75,000 square foot baseball stadium, 901,211 square feet of office uses, and 74,000 square feet of retail uses.

amount of residential units proposed for the amount of non-residential and office uses committed to in each phase. Furthermore, when looking solely at the uses proposed within each phase, the first phase consists of approximately 57% of the total uses devoted to residential uses with only 8% committed to office uses and a potential of 49% of the total uses within phase two devoted to residential uses with only 27% committed to office uses.

It is the Plan's intent for office uses to be the predominant use in terms of percentage of the site occupied in all phases of development (<u>Revised General Plan</u>, Chapter 11, Light Industrial and Regional Office Design Guidelines). This is consistent with the Retail Plan's policy guidance which calls for the retail component of an office development to be developed on a pro-rata basis in proportion to the non-residential development as construction occurs. For example, for every 100,000 square feet of office space constructed, 5,000 square feet of retail space may be constructed (Retail Plan, Employment Supportive Retail Center Policy 3).

Staff recommends revising phasing of the development to ensure that office uses are the predominant use in all phases of the development. This can be accomplished by reducing the amount of residential development in each phase and increasing the amount of office uses. Staff further recommends reducing the amount of retail in each phase so that it is developed in proportion to the non-residential development as called for in the Retail Plan. Staff recommends that in addition to revising phasing of the development, the applicant commit to developing higher intensity office uses fronting Pacific Boulevard in the early phases of the development to ensure that office uses are not only the predominant use on the site, but also the predominant feature when viewed from periphery roads.

D. MARKET STUDY

As stated above, commercial retail and service uses in areas planned for Keynote Employment Centers should be ancillary to and support the office use (*Retail Plan, Employment Supportive Retail Centers, Policy 1*). They are not intended to attract "drive-by" shoppers or function as destination retail, and are generally limited to 10% of the gross acreage of the development or 5% of the gross floor area (measured in square feet) of the non-residential uses (*Revised General Plan, Keynote Employment Centers Policy 4b and Retail Plan, Employment Supportive Retail Centers Policy 2*). As noted in the Land Use section above, the proposed scale and intensity of retail uses is inconsistent with Plan policies. Over 390,000 square feet of commercial retail and service uses are proposed, excluding 575,000 square feet of hotel uses, far exceeding the 136,110 square feet² that are supported by Plan policies.

 $^{^{2}}$ 2,722,200 sq ft of proposed office uses x 0.05 = 136,110 sq ft of retail and commercial service uses

Existing Hotels within the Route 28 Corridor

According to Proffer IB2 a minimum of 5% of the total floor area will consist of retail uses with a maximum of 398.825 square feet to consist of non-hotel commercial uses. Of the 398,825 square feet, at least 200,000 square feet will be employment supportive uses. IB3 provides that one or more hotel uses will be developed, not to exceed 575,000 square feet or 720 rooms. At least one hotel will be developed as a "full service hotel"3. Staff notes that several hotels are located within the Route 28 Corridor, most of which are Select Service hotels⁴ (See Map). There are additional hotels approved, but unbuilt along the Corridor as well.

The Retail Plan states that all applications for commercial retail rezonings must include a statement describing the catchment or market area to be served as well as a statement of justification that contains an analysis of proposed existing and competing projects (Retail Plan, General Retail Site

Site

Existing Hotel

Policy 4). The intent of this policy is to ensure that proposed retail uses are viable in the long-term and do not lead to an oversaturation of the market and an excess of total retail floor space in relation to the population served.

Staff continues to have concerns regarding the amount of hotel square footage proposed given the number of developed and approved hotels within the Route 28 Corridor as well as the amount and scale of proposed retail uses. Proffer IB2 provides that retail sales establishments may develop up to 50,000 square feet, with the exception of grocery stores, health and fitness centers, and specialty retail sales establishments offering merchandise and programs related to outdoor recreational uses and activities which may contain up to 80,000 square feet. It appears that the retail and commercial service uses proposed will depend upon a more regional market in order to be economically viable and successful. There are also numerous competing retail developments existing or planned within the larger area that may provide similar types

³ Full service hotel as proposed includes a sit-down restaurant, room service, concierge services and meeting rooms (Proffer IB3).

⁴ A Select Service – or Limited Service Hotel – is generally defined as a hotel without food and beverage service and with few or no amenities such as meeting facilities, pool, fitness center, business center, etc.

of retail in a mixed-use setting, including Dulles Town Center, University Center, One Loudoun, and Moorefield Station/Loudoun Station/Dulles Parkway Center II. A market study would be useful to help identify to what extent retail development will be feasible in this project over time, including the proposed hotel use(s). The analysis should include an assessment demonstrating what impacts, if any, the proposed retail and commercial service floor space will have on existing and approved developments within the market area.

The proposed retail and commercial service uses are not consistent with the type of uses anticipated for Keynote Employment Centers or Regional Office developments envisioned by the <u>Revised General Plan</u>. Staff requests that the applicant provide a market study so that staff may assess whether or not the proposed retail uses and hotel use(s) are financially able to support themselves and not depend upon a population already served by existing and proposed developments.

E. DESIGN

As stated above, the proposed land uses are not consistent with Keynote Employment Centers; however, if the application is considered further it may be appropriate to apply the design objectives for mixed-use regional office developments to the northern portion of the property where a mixture of uses are proposed and the design objectives for Keynote Employment Centers to the southern portion of the property where primarily office uses are proposed. The site design for Keynote Employment Centers and Regional Office developments generally have the same characteristics where the office uses are the prominent features (*Revised General Plan*, Chapter 11, *Light Industrial and Regional Office Design Guidelines*). However, there are some fundamental differences such as, buildings within Regional Office developments should be placed close to the street with minimal setbacks rather than the heavily landscaped yards envisioned for Keynote Employment Centers (*Revised General Plan*, *Chapter 11*, *Light Industrial and Regional Office Design Guidelines*). The following design characteristics apply to both Regional Office and Keynote Employment developments:

- Rights-of-way designed in a hierarchical, rectilinear pattern of collector roads and local access streets and alleys;
- Streets that terminate at other roads and streets;
- Collector and local access streets that provide for pedestrian and vehicular movement, foreground and entryway into buildings, and interactive social space;
- The regular spacing and planting of trees with an overhead leaf canopy to reinforce spatial definition of the street space;
- Vistas at the end of streets terminating with centrally-placed building façades; and,
- Parking located behind buildings, moved to the center of the block, and shared.
 Given their intensity, the County encourages structured parking for Keynote areas.
 Parking structures should also be placed in the middle of the block and screened from the street.

Additional characteristics of Keynote Employment Centers include:

- Larger front and side yards to permit extensive landscaping and design features, accentuating the larger-scaled structures; and,
- Large-scale office uses should be the focus of the development rather than interrelationships of a group of uses.

Additional characteristics of mixed-use Regional Office developments include:

- Buildings should be placed close to the street with minimal setbacks to frame the street, creating a sense of visual enclosure for motorists and pedestrians;
- Major collector roads serving the development should be the location of largerscaled structures, such as a corporate headquarters, or similar multi-storied buildings;
- Local access streets should have a variety of building types and details, transitioning downward in scale to be compatible with adjoining residential uses;
- A range of housing opportunities, including multi-family and single-family attached dwelling units, subordinate to the primary business function;
- Residential uses should have a full complement of services and amenities, including sufficient space in the form of neighborhood and community parks, greens, trails, and greenbelts;
- Residential uses should be of a scale comparable to the surrounding office uses;
 and,
- Pedestrian amenities such as sidewalks, interesting public spaces and parks, and other design features to promote a blending of uses; (<u>Revised General Plan</u>, Chapter 11, Light Industrial and Regional Office Design Guidelines & Chapter 6, Keynote Employment Center Policy 5).

The October 5, 2009 Proffer Statement includes specific commitments to design objectives as well as consistency with the July 2009 Kincora Design Standards. While the Kincora Design Standards provide a lot of information it does not appear that many of the standards included in these design guidelines are consistent with the design standards included in the proffers as well as details shown on the submitted plats nor do they appear to be entirely enforceable as some of the standards appear to be no more than recommendations. Staff met with the applicant on September 16, 2009 to discuss design issues. Staff has provided a strike-through version of the July 2009 Kincora Design Guidelines (See Attachment 1) as well as the October 5, 2009 Proffer Statement (See Attachment 2). Staff notes while the submitted proffers provide for consistency with the submitted design guidelines, the establishment of a Design Review Committee which will ensure consistency with the design guidelines will not be established until three months after the creation of the Owners Association (Proffer VA). According to Proffer VII the Owners Association will be established prior to approval of the first record subdivision plat or site plan, whichever is first in time. Therefore, development of the property may occur without the benefit of a Design Review Committee ensuring consistency with the design guidelines. Staff has included an excerpt from the approved Loudoun Station (ZMAP 2002-0005) application which could be used as a

guide for revisions to the draft proffers to ensure enforceability of the design guidelines from the beginning of the project (See Attachment 3).

Streets and Blocks

In the first referral, Staff recommended the applicant reduce the size of blocks, redesign the street network to ensure all streets terminate at other streets, and that all streets at their terminus include a building façade (including civic buildings), a public space, or other featured landmark to anchor the development and provide pedestrians a sense of place.

The Traffic and Pedestrian Circulation Plan (Sheet 16) shows block sizes for Land Bays A, B, F, and J that are not conducive to walkable communities. Short block widths, less than 200-300 feet can improve pedestrian circulation and comfort. A hierarchical, rectilinear network of interconnected streets, combined with smaller block sizes, allows for a better dispersion of traffic, offers a pedestrian-friendly environment, and provides multiple routes for pedestrians and bicyclists. Proffer VJ7 has been included with this submission providing for a mid-block break for those blocks longer than 600 feet. As accessory, sometimes unanticipated land uses tend to develop along residential blocks greater than 200 to 300 feet in width and commercial blocks greater than 400 feet in width, staff recommends revising this proffer to apply to blocks greater than 400 feet in width (See Attachments 1 and 2).

Staff recommends revising Proffer VJ7 and Streets and Blocks Design Standards to include a mid-block feature such as a pedestrian pathway or outdoor gathering space such as a plaza, park, or courtyard for blocks greater than 400 feet in width. To create a varied and diverse streetscape, staff recommends the applicant commit to streetscape requirements along Roads 2, 6, 8, and 9 that contain no curb cuts, except for the provision of hotel entrances, if applicable.

The Loudoun County Pedestrian and Bicycle Design Toolkit calls for sidewalks in residential areas to be a minimum of five feet and a minimum of six feet in commercial areas (Loudoun County Pedestrian and Bicycle Design Toolkit, Chapter 11, Street Design, Sidewalks and Buffers). Staff notes that the streetscapes as described in the June 2009 Design Standards provide that the clear movement zone within commercial areas shall be a minimum of five feet and four feet within residential areas. In addition, Proffer IVA provides that private sidewalks will be a minimum of four feet and a minimum width of five feet for public sidewalks. Staff recommends updating the Design Guidelines and Proffer Statement to be consistent with the minimums as called for in the Loudoun County Pedestrian and Bicycle Toolkit (See Attachments 1 and 2). Staff further notes that the Loudoun County Pedestrian and Bicycle Toolkit provides that sidewalk minimums should be larger in pedestrian high use areas (Loudoun County Pedestrian and Bicycle Design, Sidewalks and Buffers). Staff recommends the applicant consider a more generous pedestrian corridor

than specified in the <u>Loudoun County Pedestrian and Bicycle Design Toolkit</u> to promote pedestrian access, comfort and safety.

Roads 1 and 2 adjacent to Land Bays A, B, F, and J are shown on the Typical Road Plans and Sections (Sheet 18) as four-lane, divided roadways with 12-foot travel lanes, no on-street parking and a pedestrian zone of 10 feet. The wide roadways coupled with the longer block widths do not appear to promote pedestrian activity.

Staff recommends updating Proffer IVA and Design Standards 3 to provide that sidewalks within commercial areas will be a minimum of 6 feet in width and a minimum of 5 feet in width in residential areas. Staff also recommends updating the Design Guidelines to ensure that the minimum clear movement zone will be maintained at all times. Staff encourages the applicant to consider larger minimum widths for sidewalks within the northern portion of the subject property where a greater concentration of pedestrian activity is anticipated.

In the second referral, staff recommended revising the Concept Plan, aligning Roads 8 and 9 to create a full intersection with Roads 2 and 6. At the September 16, 2009 meeting, the applicant provided that the alignment of Roads 8 and 9 would give the appearance of a long roadway and would deter pedestrian activity. The applicant also provided that building placement at the end of Road 8 and Road 9 would help to frame the street and has included Proffer VL7 committing to such building placement at full build-out. Staff continues to maintain that aligning these two roadways would help to facilitate pedestrian movement. Staff notes that the applicant is requesting a modification of the Facilities Standards Manual to facilitate the proposed road network.

Staff recommends revising the Concept Plan to align Roads 8 and 9 where they intersect with Roads 2 and 6. Staff does not support modifications to the Facilities Standards Manual that would permit the offset of Roads 8 and 9.

Proffer IH provides that a central plaza will be provided prior to or concurrent with the issuance of an occupancy permit for either the 701st residential dwelling unit or the 425,001st square foot of non-residential uses. The illustrative drawings show the central plaza in Land Bay J rather than central to the mixed-use community. Staff continues to recommend the applicant commit to locating the central plaza in a location that is central to the mixed-use community. A commitment to locating the plaza at the terminus of Road 6 would provide a focal point for the community (See Attachments 1 and 2). Staff notes the residential dwelling unit trigger for the central plaza is exclusive of ADUs and unmet housing needs (workforce housing) units. As the applicant is proposing up to 228 units as either unmet housing needs (workforce housing) units and ADUs (Proffer IE). Proffer IF provides that at least 780,000 square feet of non-residential uses shall have been issued for the property and/or the PD-IP portion (SPEX 2008-0054) prior to issuance of the zoning permit for the 701st residential dwelling unit, exclusive of ADUs

and unmet housing needs (workforce housing) units. According to Proffer IH 928 residential dwelling units of the 1,400 units proposed could be developed prior to the central plaza.

Staff recommends revising Proffer IH and Outdoor Plaza Design Standards committing to the central plaza within Land Bay D at the terminus of Road 6 to provide a focal point for the community. Staff also recommends revising Proffer IH to include development of the central plaza at an earlier stage of development (additional comments regarding phasing are provided above).

Building Placement and Orientation

To promote pedestrian activity, buildings should be placed close to the street with maximum setbacks and the primary entrance should face the street rather than surface parking or parking structures. Based on the information provided it appears that Roads 2, 6, 8, and 9 (if realigned) will serve as the project's primary pedestrian streets, while Roads 1, 3, 4, 5, 7, 10, 11, and 12 will serve as the secondary pedestrian streets. Buildings that are setback far from streets with large surface parking lots placed at the front signals to the pedestrian that they are in an automobile-dominated environment that does not cater to pedestrian mobility and safety. Staff has provided several design recommendations included in Attachments 1 and 2 which include:

- A maximum 20-foot setback for Roads 2, 6, 8, and 9, from front of curb;
- A maximum 25-foot setback for Roads 1, 3, 4, 5, 7, 10, 11, and 12, from front of curb:
- Prohibiting principal entrances from facing a parking structure or surface parking;
- A minimum of 80% of all block frontages along Roads 2, 6, 8, and 9 will be lined by buildings. Open spaces such as plazas, courtyards, public greens, and other outdoor gathering spaces will be excluded from the calculation;
- A minimum of 70% of the buildings located along Roads 2, 6, 8, and 9 will consist of two or more uses;
- Four-sided architecture;
- Front façade of buildings with frontage along Pacific Boulevard and Route 28 will be oriented towards Pacific Boulevard and Route 28; and,
- Retail uses shall be oriented so that they are not visible from Route 28, Pacific Boulevard, and Gloucester Parkway.

To create an interesting and varied street environment, staff recommends the applicant revise the submitted proffers and Design Guidelines as provided in Attachments 1 and 2.

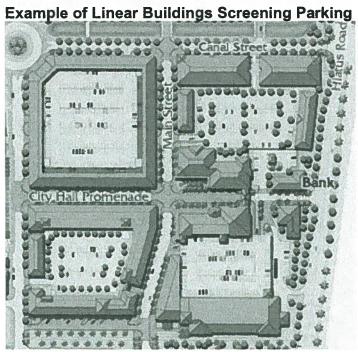
Parking

Proffer VE provides that surface parking shall be screened from internal private streets with landscaping and/or other streetscape elements comparable in size and quality to the examples provided on Sheets 19 and 19A of the Concept Plan and in Exhibit G. Staff notes that Exhibit G is a color version of Sheets 19 and 19A in order to be legible;

however, these sheets do not provide enforceable screening elements but are more illustrative of site furnishings. Proffer VL1 provides that parking adjacent to Route 28 and Pacific Boulevard shall be limited to no more than two travel aisles and two rows of parking. Staff notes that the conditions of approval for SPEX 2008-0054, Kincora Village Office/Recreational Complex limits parking adjacent to Pacific Boulevard to no more than one travel aisle and one row of parking.

The <u>Revised General Plan</u> design objectives for parking are designed to minimize the impact of parking on the streetscape and to promote a more comfortable, safe, and visually interesting pedestrian-oriented development. Staff has provided several design recommendations included in Attachments 1 and 2 which include:

- Prohibiting surface parking at full build-out adjacent to Roads 1, 6, 8, and 9;
- Shielding parking structures at full build-out with liner buildings along Roads 2 and 6:
- Locating parking to the rear of the buildings they serve, within the interior of blocks, with access from alleys or streets which do not conflict with pedestrian access. The only exception will be for Pacific Boulevard and Route 28 (see below);
- Limiting parking adjacent to Pacific Boulevard and Route 28 to no more than one travel aisle and one row of parking; and,
- Prohibiting parking structures at full build-out from locating along blocks where the parking structure is the sole use.



Source: www.miramartc.com

To create a more comfortable, safe, and visually interesting pedestrian-oriented development, staff recommends the applicant revise the submitted proffers and Design Guidelines as provided in Attachments 1 and 2.

Provisions for Pedestrians and Bicyclists

The submitted proffers (Proffers IIK, IVA, and IVB) provide that trails located within the floodplain (the 8-foot wide trail on Sheets 15 and 16) will be constructed with pervious surfaces and raised boardwalks will be used where trails cross jurisdictional waters and/or wetlands, with the exception of the trail connection from Land Bay C to the heron rookery observation platform which may consist of impervious materials. The Plan calls for trails located within the river and stream corridor resource, which includes the floodplain, adjacent steep slopes, and the 50-foot management buffer, to consist of permeable materials only (*Revised General Plan, Chapter 5, River and Stream Corridor Resource Policy 18g*). While the heron rookery observation platform is not shown on the Concept Plan, the proffers do state that it will be located outside of the 700-foot Rookery Radius, but within the 1,400-foot Rockery Radius as depicted on the Concept Plan. The trail connecting Land Bay C to the heron rookery observation platform is also not included on the Concept Plan. Staff notes that the observation platform as well as a trail connecting Land Bay C to the platform will be located within the river and stream corridor resource as defined by the Plan.

Proffer IVA1 states that unless otherwise specified, asphalt trails shall be a minimum of 10-feet in width, while all other trails shall be a minimum of 6-feet in width. Staff notes the Traffic and Pedestrian Circulation Plan (Sheets 15 and 16) depicts the 10-foot bicycle and pedestrian asphalt trail, the 8-foot bicycle and pedestrian natural trail located within the river and stream corridor resource, and a bicycle and pedestrian natural trail outside of the river and stream corridor resource. Staff notes that the January 2009 PRCS Design and Construction Standards call for pervious trails to be 5-feet in width.

Staff recommends revising the proffers to state that all trails located within the river and stream corridor resource, as defined by the Plan will consist of a permeable material only. Proffer IVA1 should be revised to be consistent with the width of trails on the Concept Plan.

Proffer IVA1 provides that sidewalks shall be subject to a public access easement of a minimum of 6 feet, asphalt trails shall be subject to a public access easement of a minimum of 12 feet, and all other trails shall be subject to a public access easement of a minimum of 8 feet. Staff is unsure if the minimum widths are sufficient to accommodate a minimum width of five feet for sidewalks, a minimum width of 10 feet for asphalt trails, and a minimum width of 8 feet for all other trails.

Staff recommends revising Proffer IVA1 to provide minimum widths for public access easements that will accommodate minimum five feet wide sidewalks,

minimum ten feet wide asphalt trails, and a minimum eight foot width for all other trails.

Residential Features

The applicant is proposing 1,400 multi-family dwelling units. The applicant has included Proffer VL2 with this submission committing to open space amenities at least 2,500 square feet in size within 300 feet of each building containing residential uses. Open space areas may include tot lots, pocket parks, seating areas, pathways and similar passive recreational facilities. It is the Plan's intent that open space take the form of a larger central facility with numerous smaller parks and playgrounds at appropriate locations throughout the neighborhood to accommodate the greater concentration of residents (*Revised General Plan, Chapter 11, Design Guidelines*). Furthermore, the Open Space Policies in Chapter 6 provide that while pocket parks may be 2,500 square feet or larger, tot lots should be a minimum of 5,000 square feet in size (*Revised General Plan, Chapter 6, Open Space Policy 9*). It does not appear that a commitment to specific open space amenities serving the residents of the community has been included (See further Open Space discussion above).

Staff recommends updating Proffer VL2 as provided in Attachment 2 to include tot lots that are a minimum of 5,000 square feet and remove the reference to seating areas, pathways, and similar passive recreational amenities. Staff notes that residential land bays are located in close proximity to the river and stream corridor resource, while this resource will be an amenity for the residents of the community it is the Plan's intent that adequate active recreation uses be located in close proximity to residential uses.

Retail Features

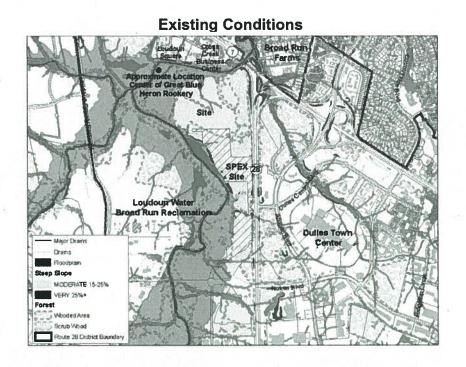
The Plan also provides guidance regarding the layout and architectural design of retail uses in the County (*Retail Plan, Design Guidelines*). The Plan calls for retail centers to provide a compact site design that makes the buildings, not the parking areas, the prominent feature of the site; exhibit a unity of design; provide usable outdoor spaces; adequately screen mechanical equipment; and provide substantial landscaping and buffering within parking areas and along street frontages (*Retail Plan, Design Guidelines*).

As stated above, the amount of retail uses proposed as well as the scale is inconsistent with Plan policies. It is the Plan's intent that Employment and Community Serving Retail uses be located within the areas they are intended to serve since they are not intended to attract "drive-by" shoppers or function as destination retail uses (*Retail Plan, Service Area – Based Retail Policies, General Policy 1*). While staff could be supportive of additional retail uses to support residential development (if it is permitted), commitments need to be provided to ensure retail uses are of a scale consistent with the <u>Revised General Plan</u> and Retail Plan as well as commitments to integration of the proposed retail uses.

Proffer IB2 provides that free standing retail sales establishments shall not be located along the property's Pacific Boulevard frontage and that retail sales establishments located within multi-story office buildings that front on Pacific Boulevard in land bays west of Pacific Boulevard shall be oriented to the west (also see Proffer VL4). Proffer VL4 also provides that no retail sales establishment shall be oriented towards Route 28. As Land Bays N and Q are not located west of Pacific Boulevard, staff recommends updating Proffer IB2 and VL4 to state that no freestanding retail sales establishment shall be located along the Pacific Boulevard, Route 28, and Gloucester Parkway frontage and that retail sales establishments located within multi-story office buildings that front Pacific Boulevard and/or Route 28 shall be oriented to the west (See Staff cannot support Freestanding Retail uses along the Pacific Boulevard/Route 28 frontage as these uses would serve communities within the County as well as communities outside the County and as such are not envisioned in Keynote Employment Centers. Furthermore, while Staff could support ground-floor retail uses within Land Bays N and Q, orienting retail uses towards Route 28 suggests they are intended to serve a much larger area than the Plan envisions and may function more as destination retail than a truly employment supportive use.

Staff recommends revising the proffers limiting the size of retail uses to ensure they are of a scale that serves primarily the convenience needs of the business Staff recommends updating the proffers and Design and residential uses. Guidelines as provided in Attachments 1 and 2 prohibiting retail uses from being visible from Route 28, Pacific Boulevard, and Gloucester Parkway ensuring the integration of retail uses with the areas they are intended to serve. The proffers should also prevent freestanding retail and commercial service uses from being located along the Pacific Boulevard/Route 28 and Gloucester Parkway frontages. Retail and commercial service uses located in the ground floor of office buildings adjacent to Route 28, Pacific Boulevard, and Gloucester Parkway should be oriented away from these roadways so as not to attract "drive-by" shoppers. The application should also commit to design controls that ensure any free standing retail uses function appropriately as part of a pedestrian-oriented mixed-use development (i.e., multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.). Without commitments to the integration, scale, and intensity of retail and commercial service uses, staff cannot support retail uses above 136,110 square feet or 5% of the total office uses proposed.

F. EXISTING CONDITIONS



River and Stream Corridor Resources

The subject site's western and northern boundaries are defined by the Broad Run. The Broad Run is a green infrastructure element that is utilized as a natural separation of the communities of Sterling and Ashburn. The County seeks to enhance this natural separation through greenways and natural buffers (*Revised General Plan, Chapter 6, Open Space text*). The existing floodplain, with its vegetation, forested cover, wetlands, intermittent streams and steep slopes comprise a natural ecosystem that contributes to the overall health and quality of the Broad Run. Staff notes preservation of the Broad Run floodplain is a County priority (*Revised General Plan, Chapter 6, Green Infrastructure Text*).

Within the southern boundary of the subject property the applicant has depicted the river and stream corridor resources per County data as well as the approximate limits of the proposed floodplain boundary per an active floodplain alteration (FPST 2009-0004). Staff notes that the river and stream corridor resource per County data impacts both Land Bays N and Q, while the applicant is showing the proposed floodplain west of Pacific Boulevard outside of the two land bays. Staff notes per the Department of Building and Development July 30, 2009 comments on the active floodplain alteration, the amount of proposed fill shown for Pacific Boulevard, near its intersection with Gloucester Parkway, is not necessary for roadway construction. The Concept Plan as currently depicted showing development within Land Bays N and Q impacting the river and stream corridor resource is inconsistent with Plan policies.

Staff recommends revising the Concept Plan prohibiting development from impacting the river and stream corridor resources within Land Bays N and Q. Staff does not support allowing floodplain alterations to achieve additional developable areas.

Proffer VIA provides that the applicant will dedicate a minimum of five buildable acres within Land Bay N for a County fire and rescue site and/or sheriff substation facility. As stated above, Staff has concerns regarding the areas shown as developable land within Land Bays N and Q as these areas contain river and stream corridor resources.

Staff recommends delineating the limits of the five-acre public use site within Land Bay N to ensure that it is outside of the river and stream corridor resources per County data.

An Overall Floodplain Impact Plan (Sheets 26 and 27), which shows the impacts to both the floodplain and the 50-foot management buffer has been included; however, the impacts as shown on these sheets do not correspond with the limits of clearing and grading as shown on the Concept Plan. Staff notes the only impacts shown on these sheets are adjacent to the Pacific Boulevard alignment in the northern portion of the site. However, there are several locations on the Concept Plan where the limits of clearing and grading are shown impacting the river and stream corridor resource. Furthermore, Sheets 26 and 27 do not show impacts to the river and stream corridor resources within Land Bays N and Q as referenced above. Proffer IIG provides that except for the encroachments depicted on the Concept Plan the river and stream corridor resources shall be preserved and remain in their natural state.

Staff recommends revising the limits of clearing and grading on the Concept Plan, outside of the river and stream corridor resource consistent with the impacts shown on the Overall Floodplain Impact Plan (Sheets 26 and 27).

Proffer IIA establishes a 700-foot and 1,400-foot buffer surrounding the heron rookery as protection. Staff notes that the proffer precludes construction during the heron nesting season from within the 1,400 foot Rookery Radius as shown on Sheet 12 of the Concept Plan, or the 100-year floodplain boundary, whichever is less. Staff notes that in order to protect the herons during their nesting season construction should be precluded from the 1,400 foot Rookery Radius in its entirety.

Staff continues to recommend revising Proffer IIA to preclude construction activity from the area defined as the 1,400-foot Rookery Radius in its entirety during the heron nesting season (see Attachment 2).

Proffer IIK pertains to trails located within the floodplain. The proffer states that trails located within the floodplain shall be constructed with pervious surfaces except for the

trail connection from the developable portion of the property to the heron rookery observation platform, which may consist of an impermeable trail. Plan policies permit trails within the river and stream corridor resources provided they are of a permeable material only (*Revised General Plan*, *Chapter 5*, *River and Stream Corridor Resources Policy 18g*).

Staff recommends revising the proffers to state that all trails located within the river and stream corridor resources will be of a permeable material only (see Attachment 2).

Proffer IIE pertains to open space easements for the subject property and discusses the need for an amendment to an existing Deed of Open Space Easement (Exhibit C) for the land within the floodplain south of Gloucester Parkway. The applicant is requesting the amendment to allow the construction of Gloucester Parkway and Pacific Boulevard; however, the applicant is also requesting the allowance for ballfields and stormwater management facilities within the area subject to the Deed of Open Space Easement. The proffer also provides that the applicant will provide alternative land for any portion of the open space easement that is removed per the amendment to the Deed of Open Space Easement. However, no information has been included stating where this land will be located.

Staff recommends the applicant revise the amended Deed of Open Space Easement (Exhibit C) removing the reference to ballfields and stormwater management facilities as permitted uses. Staff requests information pertaining to the land that would be provided to compensate for any removal of land from the Deed of Open Space Easement.

Forests, Trees, and Vegetation

Proffer IIF provides that the applicant will preserve a minimum of 80% of the existing tree canopy within Conservation Areas shown on the Restoration Concept Plan and within Tree Preservation Areas shown on the Concept Plan. Tree Preservation Areas are delineated on Sheets 22 and 23 of the Concept Plan (Overall Tree Canopy) while Conservation Areas are shown on the Restoration Concept Plan included as Exhibit F. Staff notes that Sheet 10 of the Concept Plan labels Tree Conservation Areas in the general location of the Conservation Areas on the Restoration Concept Plan (Exhibit F); however, these areas do not correspond entirely. Staff also notes that the Riparian Preservation Areas are labeled on the Restoration Concept Plan (Exhibit F) in the general location of the areas identified as Tree Preservation Areas on Sheets 22 and 23; however, these areas are not entirely consistent as well. The Riparian Preservation Areas shown on the Restoration Concept Plan (Exhibit F) is for mitigation purposes and should not be included in the 20% maximum tree removal allowance.

Staff recommends updating the Concept Plan and proffers to clearly identify what areas of existing vegetation are being preserved. Staff also recommends the

applicant revise the proffers removing any areas that are within the Riparian Preservation Area from the minimum 80% tree preservation requirement as this area should be preserved in its entirety.

Historic and Archaeological Resources

Staff continues to have concerns regarding the preservation of the Broad Run Toll House. Please refer to the Community Information and Outreach, Community Planning, and Parks, Recreation, and Community Services joint referral regarding historic resources for the subject property.

Highway Noise

Proffer IIIH pertaining to highway noise mitigation should be revised to clarify elements of the highway noise analysis consistent with the policies of the Revised General Plan and the CTP. While the proffers have been updated giving preference to passive measures for noise abatement, the proffers provide that these measures will be used to the extent practicable.

Staff recommends the applicant revise the proffers including the following:

- The noise analysis shall be based on the most recent, applicable forecasted traffic volumes available from the Office of Transportation Services and the ultimate design speed for the roadways, as well as final topography.
- Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the noise abatement criteria identified in the CTP.
- Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and should result in a noise reduction of at least 5 decibels.
- Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation).

G. AFFORDABLE HOUSING/UNMET HOUSING NEEDS

The housing policies recognize that unmet housing needs occur across a broad segment of the County's income spectrum and the County seeks to promote housing options for all people who live and/or work in Loudoun County. Unmet housing needs are defined as the lack of housing options for households earning up to 100% of the Washington Metropolitan Area Median Income (AMI, \$102,700 effective March 19, 2009) (*Revised General Plan, Glossary*). Therefore, developers of residential and mixed-use projects are encouraged to include funding commitments and proffers to fulfill unmet housing needs in their development proposals (*Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Funding Policy 1*).

The applicant has provided proffers committing to 6.25% of the total residential units, up to a maximum of 88 dwelling units as affordable dwelling units (Proffer ID) and 10% of the total residential dwelling units, up to a maximum of 140 dwelling units as Unmet Housing Needs (Workforce Housing) Units for purchasers or renters earning up to 100% of the Washington Metropolitan AMI (Proffer IE). Proffer IE also provides that if all or a portion of the project is exempt from the ADU requirements of Article 7 of the 1993 Revised Zoning Ordinance then one unmet housing need (workforce housing) unit will be provided for each ADU that is not required, such that a total of 16.25% of the total units, up to a maximum of 228 units are provided as either unmet housing needs (workforce housing) units or a combination of unmet housing needs (workforce housing) units and ADUs. The Zoning Ordinance allows for an exemption of a commitment to ADU's for any multi-family dwelling unit structure with four stories or more having an elevator; therefore, it is very likely that all of the proposed residential dwelling units will be exempt from the ADU standards of Article 7. Staff notes that the applicant may provide all of the proffered 228 units as rental units for renters earning up to 100% of the Washington Metropolitan AMI. As Article 7 of the Zoning Ordinance provides that affordable for rent units should be affordable for rental households whose income is greater than 30% and less than 50% of the Washington Metropolitan AMI. staff recommends the applicant commit to similar requirements for any for rent unmet housing needs (workforce housing) units to ensure that the unmet housing needs of the County are being met with the proposed application. A rental unit up to 100% of the Washington Metropolitan AMI is comparable to a market rate rental unit (approximately \$2500 per month) and would not address the County's unmet housing needs. According to the AECOM Study prepared for the Housing Advisory Board, in 2005 the County had a surplus of rental units for incomes 70% of the AMI and greater (Basic Housing and Employment Data and Projects, AECOM Study, August 1, 2006, Table 3.6: Comparison of Housing Unit Supply and Demand). The County encourages each development proposal to include a residential component that addresses the largest segment of unmet housing needs - those with incomes below 30% of the AMI (\$30,810).

Proffer IE states that the unmet housing needs (workforce housing) units will be administered consistent with the ADU provisions of Article 7 of the Zoning Ordinance with the exception that the income limit shall be 100% of the Washington Metropolitan AMI and that all or any portion of the unmet housing needs (workforce housing) units may be located in a single building. Staff notes Article 7 of the Zoning Ordinance calls for ADUs to be comparable to market rate units and interspersed among the market rate units. This is consistent with Plan policies calling for the interspersion of affordable housing (Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Legislation Policy 3).

Staff recommends the applicant revise the proffers including the following:

- Any unmet housing need (workforce housing) unit provided as a rental unit will be provided for rental households whose income is less than 50% and condo units for households earning up to 100% of the Washington Metropolitan AMI;
- A certain percentage of the unmet housing needs (workforce housing) units within specific income brackets (i.e., below 30% of the AMI, 30-50% of the AMI, 50-70% of the AMI, and 70-100% of the AMI), including how many will be rental units and how many will be condo units to ensure that the full range of unmet housing needs are being met with the proposed development, recognizing that the largest segment of unmet housing needs is housing for incomes below 30% of the AMI:
- A time commitment for all unmet housing needs (workforce housing) units;
- A variety of unit types, including sizes and number of bedrooms to accommodate various needs within the County; and
- Interspersion of unmet housing needs (workforce housing) units throughout the development. If the applicant does not revise the proffers requiring the interspersion of unmet housing needs (workforce housing) units, at a minimum, the design guidelines will need to be updated demonstrating how the location of a portion or all of the unmet housing needs (workforce housing) units located within a single building will function within the entire development.

Staff also encourages the Applicant to consider incorporating housing for special needs populations as well as universal design principles into the project.

H. CAPITAL FACILITIES

Revised Capital Intensity Factors (CIFs) were adopted by the Board of Supervisors on July 21, 2009 and are applicable to any new rezoning or Concept Plan Amendment that has not yet been heard by the Planning Commission as of that date. CIF values for the Eastern area have been applied to this application. There is no pre-existing base density and there are no assurances that the project will develop with affordable dwelling units per Article 7 of the Zoning Ordinance; therefore, there are no deductions from the anticipated capital facility impacts. The capital facilities impact of the proposed development is \$33,261,200 (see Attachment 4). The applicant has included a Draft Capital Facilities Contribution sheet dated October 5, 2009 with this submission. Staff notes that most of the facilities included on this sheet are not consistent with the County standards (i.e., Broad Run Floodplain, Performing Arts Center, Broad Run Toll House Preservation Activities, and the Heron Rookery Observation Platform) and therefore cannot be counted towards mitigating the capital facility impacts associated with the

proposed project. Furthermore, there are issues regarding the proposed public use site (see River and Stream Corridor Resources discussion above) as well as the calculated costs provided (see Land Evaluation discussion below).

As this is an area of the County where residential uses are not anticipated (see Land Use discussion above) the capital facility impacts may be higher than what has been calculated. The proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc.

Staff recommends that the impacts of the proposed development be mitigated.

I. LAND EVALUATION

In accordance with CPAM 2006-0001, for the purposes of evaluating proffers for public use sites, the developer shall provide the County with an appraisal, by a County approved appraisal firm, for the per-acre value of land not requiring improvements by the developer. The appraisal of the market value of the site will be based upon comparison of properties with similar densities suggested by the Planned Land Use Designation in the Revised General Plan (Revised General Plan, Chapter 3, Fiscal Planning and Public Facilities, Proffer Policy 8 and Chapter 11, Implementation, Proffer Guideline 5).

An appraisal of the proposed public use site, in accordance with the <u>Revised</u> <u>General Plan</u> policies is necessary to complete the review of the capital facility impacts of the proposed development.

J. OPEN SPACE PRESERVATION PROGRAM

In the Revised General Plan, sufficient open space is recognized as a key component to all development regardless of density. The County's program for obtaining open space comprises a "toolbox" approach with a number of mechanisms to ensure the adequate provision of active, passive, and natural open space in the County (Revised General Plan, Chapter 11, Open Space text). The Open Space Preservation Program is one of these tools for projects proposing the highest suburban density levels - from 3.5 to 4.0 dwelling units per acre for residential projects as well as those in high-density residential areas. To achieve these higher densities, the Board of Supervisors anticipates evidence of participation in the program through either dedication of land on an acre-by-acre basis or cash in lieu of the land for the purchase of open space. As stated above, no information has been provided regarding the location of specific land uses to determine the amount of land area devoted to the proposed uses (See Land Use Mix discussion above). Staff has calculated the open space contribution based on the maximum amount of acreage within the northern portion of the site (25% or 45 acres) being developed with residential uses.

The Plan sets forth different Open Space Proffer Guidelines for residential neighborhoods and high-density residential areas (Revised General Plan, Chapter 11,

Open Space Policy 3). For residential neighborhoods, densities above 3.5 and up to and including 4.0 dwelling units per acre may be considered by the County in return for voluntary participation in the Open Space Preservation Program. For these types of projects, 1.0 easement is anticipated for every dwelling unit over a density of 3.5 dwelling units per acre. In contrast, for high-density residential areas, the Plan calls for 5% of all residential units associated with densities above 4.0 dwelling units per acre to result from the acquisition of an equivalent number of open space easements. The County anticipates that cash donations for open space will be spent in the Suburban Community in which the increased density is granted. Contributions should be provided to enable the County to purchase Suburban Policy Area open space to offset the density proposed by the development. In the past, the Board has historically accepted \$3,800 to \$5,000 per easement. The open space contribution for 61 easements would range from \$231,800 to \$305,000 for a high-density residential community (Attachment 5). The accepted contribution range of \$3,800 to \$5,000 per easement does not seem reasonable given current market values and the goal of purchasing open space within the Sterling Community.

The proposed project will potentially add 1,400 multi-family residential units in an area of the County where residential development is not envisioned or supported by Plan policies (see Land Use discussion above). Because the Plan does not anticipate the development of high-density residential uses on the subject site, it does not seem appropriate to calculate the number of anticipated open space easements using that methodology. To offset the demand created from the proposed increased concentration of residents in an area where residential development is not permitted the open space calculations for residential projects may be more appropriate in this case, which calls for a contribution of \$4,721,500 to \$6,212,500, based on 1242.5 easements (Attachment 6). As stated above, the dedication of the Broad Run floodplain may not count towards mitigating the capital facility impacts associated with the proposed development. However, given the preservation of the Broad Run floodplain is a County priority, the dedication of this valuable resource may count towards meeting the open space easement contribution.

Staff recommends the applicant commit to the dedication of the Broad Run floodplain towards meeting the open space easement contribution.

K. ZONING ORDINANCE, FACILITIES STANDARDS MANUAL, AND LAND SUBDIVISION & DEVELOPMENT ORDINANCE MODIFICATIONS

The applicant seeks to modify the Zoning Ordinance, Facilities Standards Manual (FSM), and the Land Subdivision & Development Ordinance (LSDO) to allow:

- A reduction in the maximum front yard setback from 30 feet to 150 feet for Land Bay
 N;
- b. A reduction in the rear yard from 5 feet to 0 feet;
- c. An increase in the building height from 75 feet to 150 feet along Pacific Boulevard and Route 28;

- d. A reduction in landscaping between parking lots and property boundaries from 10 feet to 6 feet;
- e. A reduction in street trees from one tree per 25 linear feet to one tree per 44 feet oncenter where on-street parking is provided and 35 feet on-center where on-street parking is not provided;
- f. The provision of private streets when less than 75% of the structures are multi-story mixed use structures;
- g. A reduction in road jog center line offsets from 225 feet to 90 feet;
- h. A reduction in curb returns and/or curb cuts from 50 feet to 0 feet for roadways intersecting with a public or Category A private roadway;
- i. A reduction in the cross section easements for Category A roadways from 6 feet behind the face of curb to 0.5 feet:
- j. A reduction in the minimum curve radius for Category A1, A2, A3, A4, and A5 roadways from 110, 165, 338, and 478 feet to 50 feet;
- k. A reduction in the design speeds for Category A2, A3, A4, and A5 roadways from 25, 30, and 35 miles per hour to 20 miles per hour; and,
- I. A reduction in the sight distances for Category A1, A2, A3, A4, and A5 roadways from 150, 200, and 275 feet to 100 feet;

Article 6 of the 1993 Revised Zoning Ordinance states that "no modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation". The applicant's justification for the proposed modifications states that the "modifications will permit development of Kincora as a vertically-integrated and pedestrian-friendly, mixed-use business community that would not be possible if the site were developed in strict conformance with these provisions of the Zoning Ordinance, FSM, and LSDO". Staff is unsure how the proposed modifications achieve an innovative design, improve upon existing regulations, or otherwise exceed the public purpose of the existing regulations. For instance, staff is unsure how a reduction in parking lot landscaping and street trees will increase pedestrian comfort. Furthermore, staff is concerned with the roadway modifications with regard to fire and rescue access. As outlined above, staff cannot support the proposal due to significant and fundamental land use issues.

L. PROFFER COMMENTS

- 1. Staff notes that several proffers refer to specific sheets, which are not proffered sheets per Proffer IA. For example, Proffer IVC provides that the owner shall dedicate to the County the approximately 162.11 acre floodplain west of Pacific Boulevard as shown on Sheets 34 and 35; however, Sheets 34 and are not proffered sheets.
- 2. The applicant has included in the proffers conformance with several sheets including, Sheets 19 and 19A, Typical Illustrative Site Furnishings; Sheet 20, Illustrative Streetscape Concepts; and Sheet 21, Illustrative Amenity Concepts as well as included copies of Sheets 19 and 20 within Exhibit G of the proffers. Staff

notes that these sheets are difficult to read and are for illustrative purposes and questions the commitment to these sheets.

All other comments pertaining to the October 5, 2009 Proffer Statement are included above and in Attachment 2.

RECOMMENDATIONS

Community Planning staff does not support the application given the number of land use and site design issues discussed above. Staff recommends denial of the application as proposed.

ATTACHMENTS

XAttachment 1: July 2009 Kincora Design Standards – Community Planning Edits

X Attachment 2: ✓ Attachment 3: ZMAP 2002-0005, Loudoun Station Proffers page 19 – Example of

Commitment to Design Guidelines

Attachment 4: Capital Facilities Impact Analysis

Attachment 5: Open Space Preservation Program Analysis – High-Density

Residential

Attachment 6: Open Space Preservation Program Analysis – Residential

cc: Julie Pastor, AICP, Planning Director

Cynthia Keegan, AICP, Program Manager

Attachment 4- Capital Facilities Impact Analysis (Eastern) ZMAP 2008-0021, Kincora Village Center

TOTAL PROJECTED CAPITAL FACILITIES IMPACT

The total projected capital facilities impact of the proposed development is calculated using the approved capital intensity factors for the proposed unit mix. Revised Capital Intensity Factors (CIFs) were adopted by the Board of Supervisors on July 21, 2009.

Housing Type	Total Number of Units	Capital Intensity Factors	Projected Capital Facilities Impact
Single-Family Detached (SFD)	0	\$59,470	\$0
Single-Family Attached (SFA)	0	\$40,385	\$0
Multi-Family (MF)	1400	\$23,758	\$33,261,200
TOTAL	1400		\$33,261,200

1400 Total Units

\$33,261,200 Total Projected Capital Facilities Impact

ANTICIPATED CAPITAL FACILITIES CONTRIBUTION

The anticipated capital facilities contribution of the proposed development takes into account Affordable Dwelling Units (ADUs) and the number of units permitted by the base density. According to a resolution passed by the Board of Supervisors on Febuary 15, 2005, the base density and base unit type of a type of property should be calcuated using the current zoning of the property.

1. Number of Market Rate Units Subject to Capital Facilities Proffer Guidelines

		Number of	Number of
	Total Number	Proposed	Market Rate
Housing Type	of Units	ADUs	Units
Single-Family Detached (SFD)	0	0	0
Single-Family Attached (SFA)	0	0	0
Multi-Family (MF)	1400	0	1400
TOTAL	1400	0	1400

2. Capital Facilities Calculations for Market Rate Units

Housing Type	Total Number of Market Rate Units	Capital Intensity Factors	Capital Facilities Calculations for Market Rate Units
Single-Family Detached (SFD)	0	\$59,470	\$0
Single-Family Attached (SFA)	0	\$40,385	\$0
Multi-Family (MF)	1400	\$23,758	\$33,261,200
TOTAL	1400		\$33,261,200

3. Capital Facility Credit for Base Density Units assuming Single Family Detached Dwellings

Zoning District	Acres	Density Permitted By-right (du/acre)	Base Density Units	Capital Intensity Factor	Capital Facility Credit for Base Density Units
PD-IP	336.64	0	0	\$59,470	\$0
0	0.00	0	0	\$59,470	\$0
0	0.00	0	0	\$59,470	\$0
TOTAL			0		\$0

4. Anticipated Capital Facilities Contribution

\$33,261,200 - \$0 = \$33,261,200

\$33,261,200 Anticipated Capital Facilities Contribution

Attachment 5 - Open Space Preservation Program Analysis ZMAP 2008-0021, Kincora Village Center

Based on the Open Space Proffer Guidelines of the Revised General Plan, the Board of Supervisors anticipates evidence of participation in the Open Space Preservation Program to achieve higher densities in mixed-use communities proposed for development in the Suburban Policy Area. The Plan states that "5% of all residential units associated with densities above 4.0 dwelling units/acre should result from the acquisition of an equivalent number of open space easements." The Plan provides guidelines for the location and types of open space desired to be provided or purchased with cash in lieu on a per unit basis (Revised General Plan, Chapter 11, Open Space Guidelines). For high density residential neighborhoods, 0.05 easements is anticipated for every dwelling unit over a density of 4.0 du/acre.

- 1. Number of Units Permitted at 4.0 du/acre

 45.00 acres x 4 = 180

 2. Number of Units Subject to Open Space Proffer Guidelines

 1400 180 = 1220

 3. Exempt Affordable Dwelling Units

 1220 0 = 1220

 4. 5% of Units over 4.0 du/acre

 1220 x 0.05 = 61

 5. Total Units Linked to Open Space Preservation = 61
- 6. Accepted Contribution Range: \$3,800 to \$5,000 per Easement

\$231,800 to \$305,000

Attachment 6 - Open Space Preservation Program Analysis ZMAP 2008-0021, Kincora Village Center

Based on the Open Space Proffer Guidelines of the <u>Revised General Plan</u>, "residential densities above 3.5 and up to and including 4.0 dwelling units per acre may be considered by the County in return for voluntary participation in the open space preservation program." The Plan provides guidelines for the location and types of open space desired to be provided or purchased with cash in lieu on a per unit basis (<u>Revised General Plan</u>, Chapter 11, Open Space Guidelines). For residential neighborhoods, 1.0 easement is anticipated for every dwelling unit over a density of 3.5 du/acre.

3.5

1. Number of Units Permitted at 3.5 du/acre

45.00 acres

x

= 157.5

2. Number of Units Subject to Open Space Proffer Guidelines

1400

157.5

1242.5

3. Exempt Affordable Dwelling Units

1242.5

0

1242.5

5. Total Units Linked to Open Space Preservation =

1242.5

6. Accepted Contribution Range: \$3,800 to \$5,000 per Easement

\$4,721,500

to

\$6,212,500

Created on August 26, 2009

WORKPLAN Draft

INTRODUCTION

On February 3, 2009, the Board of Supervisors initiated a Comprehensive Plan Amendment, CPAM 2009-0001, Route 28 Keynote Employment Policies, to assess the viability of the Keynote Employment policies of the Revised General Plan. The overall objective of the plan amendment is to consider retaining or changing Keynote Employment land use policies for those properties along Route 28 between Route 7 and the Fairfax County line, and between Atlantic Boulevard and the Broad Run (see Exhibit 1, Plan Amendment Boundary Map). The Board of Supervisors affirmed their desire to proceed with this approach on October 20th and directed staff to prepare a workplan that addresses timelines and resources necessary to complete the plan amendment within six to nine months. This workplan responds to the Board's direction and provides an approach for completing the plan amendment within a nine month timeframe. However, given that the month of August is traditionally a non-working month for the Board and Planning Commission, the projected completion of the amendment is Fall 2010 (see Exhibit 3, Project Workplan).

Summary

The workplan builds upon the significant amount of data and public input gathered through the various Route 28 corridor activities and initiatives since January 2008. These include the Belfort Park Task Force efforts, the Route 28 Existing Conditions Report, the Route 28 Business Outreach Project, and the Route 28 market study. The workplan represents an important "next step" in a continuum of focused attention on the Route 28 corridor.

To develop the plan amendment, staff divided the workplan into three distinct phases with varying levels of effort: Policy Development and Stakeholder Engagement, Public Input, and Planning Commission and Board of Supervisors review and approval. The workplan describes an issues-driven, results-oriented process with significant emphasis on citizen involvement from property owners and business leaders within the Route 28 corridor (see Figure 1).

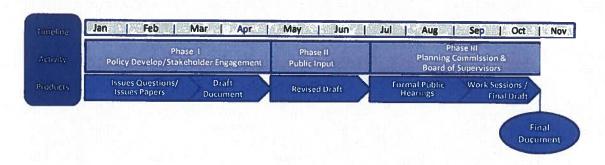


Figure 1: Overview Route 28 Comprehensive Plan Amendment Timeline, Process, and Products

The final work product, policy text and map changes with corresponding regulatory changes, will be dependent on the progress and results achieved in each of the three phases of the workplan. It is also possible that based on citizen input and the results during Phase II and III, final action taken by the Board could conclude with no proposed changes to County documents.

WORKPLAN Draft

DETAILED APPROACH

The specific tasks and subtasks to accomplish the Comprehensive Plan Amendment are captured in Exhibit 2. Details of each of the three phases are described below.

Phase I

Upon approval by the Board, Phase I would commence with the policy development and stakeholder engagement component of the plan amendment process. The first phase of the amendment process will build on results of the Route 28 Business Outreach Project and the Route 28 Market Study. Participants in these efforts raised numerous concerns that County staff captured and identified as strengths, weaknesses, opportunities and threats within the Route 28 corridor. This workplan defines a process to distill these concerns into a set of policy and regulatory recommendations.

Technical Team

An internal Technical Team (Tech Team) will be assembled to provide expertise and staff support throughout the plan amendment process. This team will be composed of County staff representing various departments and offices:

•Building and Development

•County Attorney

Family Services

Mapping and Geographic Information

Planning

•Transportation Services.

County Administration

•Economic Development

Management and Financial Services

Parks, Recreation and Community Services

Schools Administration

A project team consisting of Planning, Building and Development, and Economic Development staff will have day to day research and drafting responsibilities. Staff will employ several organizing tools during this phase to ensure consistency, clarity, and transparency as work products are developed. Staff will focus on refining the topics of concern into issue questions, finer-grained research, and preparation of topic-specific issues papers (See Exhibit 2, sample template for issues papers.). Each activity within Phase I builds on the previous task. At the end of Phase I, a draft set of policies and regulatory recommendations will be produced that the Tech Team will shepherd through a public review process prior to Planning Commission work.

Stakeholders Group

Throughout Phase I, the Tech Team will work with members of the Route 28 Stakeholders Group as work products are developed and at strategic points via small group forums and facilitated workshops. The Stakeholders Group will serve as a "sounding board" to review and advise the staff team during development of issues papers and draft policy. They will also evaluate draft policy to ensure that what is being developed is achievable.

Given that every task in Phase I builds from previous efforts, active participation of Stakeholders at the small group forums and workshops is critical to the success of the plan amendment process. Similarly, regular attendance by representatives from the Loudoun County Economic Development Commission, the Route 28 Tax District Commission and/or Advisory Group, and

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¹ The Stakeholders Group includes property owners and business owners/operators within the Route 28 Tax District, interest groups/trade association groups, and regional organizations that have been involved or expressed interest in Board of Supervisors-directed Route 28 corridor initiatives and activities to date.

WORKPLAN Draft

the Planning Commission is crucial as these groups will be instrumental in later phases of the workplan and in the implementation of the policy and regulatory changes.

Work Product(s) Development

Given the amount of preliminary work completed, and the stated goal of completing the plan amendment within a nine month timeframe, County staff will conduct Phase I research and policy development "in house" with technical advice from the Stakeholders Group. Based on stakeholder input and resource materials produced to date, staff has identified the following general topic areas to be more thoroughly refined into specific issues questions and issue papers including:

Land Use/Economic development;

Zoning/Regulatory;

Transportation, including multi-modal linkages;

Environmental, including green building standards:

Site Design;

Capital Facilities:

Fiscal Impacts to Tax District; and,

• Legal issues, including Tax District constraints.

Stakeholder comments indicate a consensus that policy and regulatory changes should be developed concurrently. An essential element of the work product will include issues related to the administration of the 1972 Zoning Ordinance and the Revised 1993 Zoning Ordinance in the subject area. This effort will address comparative uses and development standards between the various ordinances, and examination of current mixed use districts such as PD-TC and PD-MUB for their applicability in the subject area. Future recommendations for alternative zoning measures where feasible could accompany policy changes. The workplan accommodates a "two-pronged" approach, while not dictating that the proposed regulatory changes follow the same timeline.

Phase II

In Phase II, Stakeholders will also be engaged to garner general public input on any draft policy and/or regulatory changes. Community input sessions will be held to allow the public the opportunity to comment on the draft materials prior to the formal Planning Commission and Board public review process. The Tech Team will continue to refine the draft amendment/draft regulatory changes based on this additional Stakeholders and public input and prepare a final draft to be forwarded to the Planning Commission in late July 2010.

Phase III

In Phase III, the Planning Commission will refine the recommendations that come out of the work of the Tech Team and Stakeholders forums. At this point, the plan amendment will proceed through the traditional process of formal public hearings and worksessions that lead to final hearing and action by the Board of Supervisors.

As a first step, the Tech Team will provide a joint briefing to the Board of Supervisors and Planning Commission on the draft documents. Following this briefing, the Commission will hold its public hearing on the draft documents and convene subsequent worksessions if desired. During this phase the draft documents will be forwarded to the Virginia Department of Transportation (VDOT) for a traffic impact analysis (i.e., 527 study). This 60-day study is expected to be completed after the Commission has completed its work and in time for the Board of Supervisors public hearing and Committee work on the draft documents.

WORKPLAN Draft

The Tech Team and Stakeholder representatives as desired will provide technical assistance to the Commission as requested. Additional studies intended to further inform the Commission at their request could be conducted during this phase. Any such requests that will affect proposed timelines and/or delay when the Board receives the drafts for review would be brought to the attention of the Board of Supervisors.

It should be noted that under State code, once the comprehensive plan amendments are acted upon by the Planning Commission, the Board must act within 90 days of Commission action.

FEEDBACK LOOPS

Beginning in Phase I and throughout the project there are several "feedback loops" specifically designed to keep the Board of Supervisors, Planning Commission, Route 28 Stakeholders, and the public up to date on the status of the amendment process. Each month staff will provide a status update to the Board of Supervisors at the Board's Economic Development and Transportation Land Use Committees. The Planning Commission will be kept up to date through similar updates at their regularly scheduled meetings and will include representation of at least one member at the Stakeholders small group forums and facilitated workshops. The Route 28 Stakeholders Group will also be kept informed via monthly emails and through a web page devoted to the project.

WORKPLAN Draft

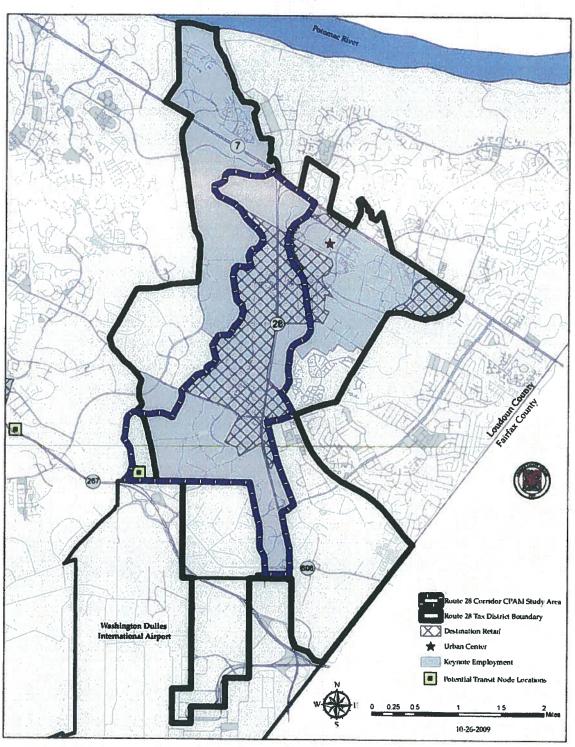


EXHIBIT 1 PLAN AMENDMENT BOUNDARY

(blue, dashed line)

CPAM 2009-0001, Route 28 Keynote Employment Policies Comprehensive Plan Amendment

WORKPLAN Draft

CPAM 2009-0001 ROUTE 28 KEYNOTE EMPLOYMENT POLICIES COMPREHENSIVE PLAN AMENDMENT

Sample Issue Question—What type of land uses will keep/attract commercial development and jobs in the Route 28 corridor?

Prepared: DATE

SAMPLE TEMPLATE

Background Discussion:

 Background discussion on economic development and on the various land uses (including but not limited to office, industrial, retail and residential) and community types that would maximize commercial development and jobs within the Route 28 corridor. Includes research conducted on development potential of the corridor, macro forces, future office trends, appropriate land use mix, and other technical inputs.

Public Input:

 Narrative on public input received regarding land uses in the Route 28 corridor. Includes input from Route 28 Business Outreach Project, Route 28 market study, Stakeholders' Meetings, and any other form of public input to date.

Policy Options:

 Listing of various policy options for addressing the types of land uses that will keep/attract commercial development and jobs in the Route 28 corridor.

Policy Option #1: Pros/Cons

Policy Option #2: Pros/Cons

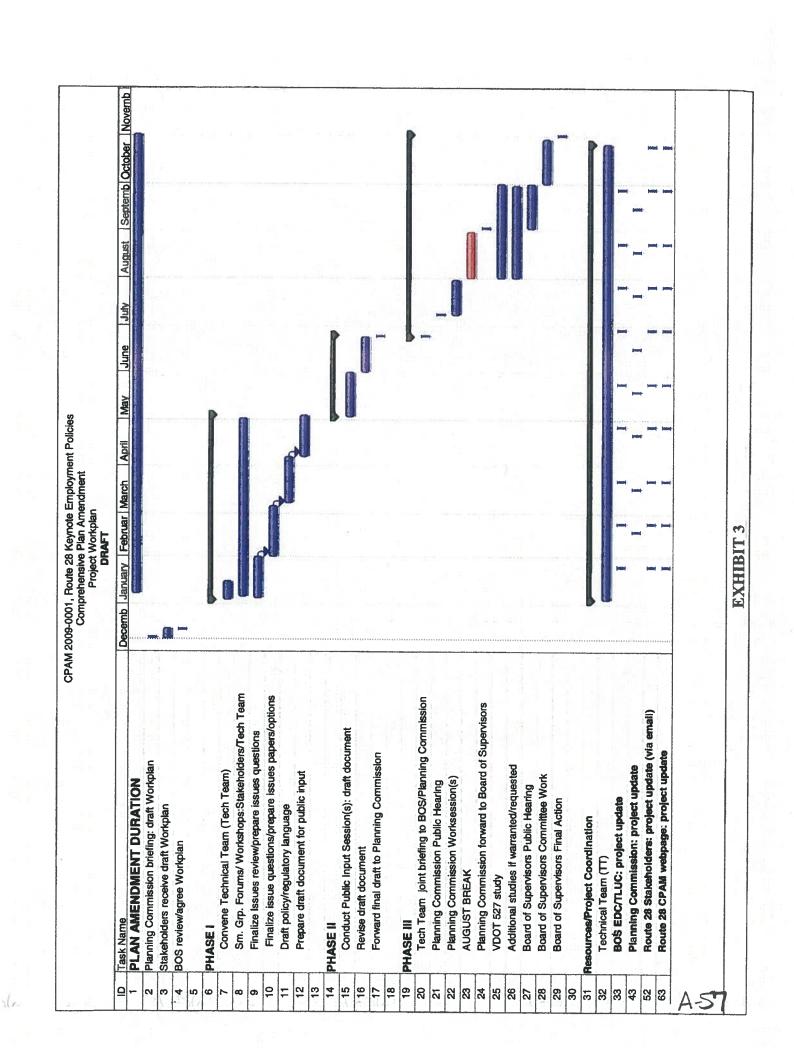
Policy Option #3: Pros/Cons

Staff recommendation:

 Recommendations by staff on preferred policy option with rationale (Option chosen will provide basis for draft language/policy)

EXHIBIT 2

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(ZMAP 2008-0021)

PROFFER STATEMENT

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Pursuant to Section 15.2-2303, Code of Virginia, (1950), as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), NA Dulles Real Estate Investor LLC, a Delaware limited liability company (the "Owner"), who is the owner of Loudoun County Tax Map parcels 042-29-6582, 042-49-0209 and 041-29-8238, consisting of a total of approximately 396.87 acres of real property, of which a portion consisting of approximately 336.60 acres (the "Property") is the subject of rezoning application ZMAP 2008-0021, hereby voluntarily proffers that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers") and with the exhibits and zoning ordinance modifications attached hereto, all of which are incorporated herein by reference. All Proffers made herein are contingent upon the final approval by the Board of Supervisors of Loudoun County, Virginia (the "Board") of the change in the zoning districts requested in rezoning application ZMAP 2008-0021 from the PD-IP (Planned Development -Industrial Park), FOD (Floodplain Overlay District) and AI (Airport Impact) zoning districts to the PD-MUB (Planned Development - Mixed Use Business), FOD and AI zoning districts. Upon final approval of the requested change in zoning districts, these Proffers shall supersede all proffers previously in effect with respect to the Property, if any. All Proffers herein shall be binding on the Owner and its successors and assigns.

I. LAND USE

A. Concept Plan.

The Property shall be developed in substantial conformity with Sheets 1, 2 and 8-23 of the plan attached hereto as **Exhibit A** dated October 2008, as revised through October 2, 2009, and prepared by Urban Engineering Associates, Inc. (all 35 Sheets of such plan are collectively referred to hereafter as the "Concept Plan"). Sheets 3-7 and 29-35 of the Concept Plan are for information and illustrative purposes only. Sheets 8, 9, 10, 11 and 12 of the Concept Plan illustrate the layout proposed for development of the Property and indicate development limitations on the Property, such as public road rights-of-way, open space, floodplain restoration

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activities and limits of clearing and grading for uses outside of the floodplain, which shall be observed during development of the Property as more particularly described in the Proffers.

The Owner shall have reasonable flexibility to modify the location of uses and layout shown on the Concept Plan to accommodate final engineering and development ordinance requirements, provided such changes are: (i) in substantial conformity with the approved Concept Plan and the Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks shown to be provided on the Property.

B. Uses, Maximum Density/Intensity of Use and PD-MUB Minimum Use Percentages.

The Owner may develop the Property with any of the uses permitted in accordance with the applicable zoning district, including any uses permitted by special exception for which approval of the requisite special exception is obtained. The Property may be developed up to the following maximum densities and intensities of use:

- Up to 3,973,025 square feet of non-residential uses.
- Up to 1,400 multi-family residential units (not to exceed 1,544,000 square feet), inclusive of any required Affordable Dwelling Units ("ADUs") and unmet housing needs (workforce housing) units proffered herein in Proffer I.D. and I.E. and subject to the limitations set forth in Proffer I.B.4. below.
- 1. <u>Employment Uses</u>. A minimum of 40% of the total floor area to be constructed on the Property shall be devoted to the employment uses permitted in the PD-MUB District.
- 2. Commercial Uses. A minimum of 5% of the total floor area to be constructed on the Property shall be devoted to the commercial uses permitted in the PD-MUB District. Not more than 398,825 square feet of the 3,973,025 square feet of non-residential uses shall be nonhotel commercial uses. Of the 398,825 square feet of non-hotel commercial uses, at least 200,000 square feet shall be employment supportive uses, such as, but not limited to, the following examples: delis, coffee shops, restaurants, convenience stores, grocery stores, office supply stores, drug stores/pharmacies, greeting card stores, gas stations, retail sales establishments that are located on the first floor of a multi-story office building or multi-family residential building and similar uses that provide convenient sales and dining services to the employees and residents on-site (collectively, "Employment Supportive Uses"). With the exception of (i) grocery stores, (ii) health and fitness centers, and (iii) specialty retail sales establishments offering merchandise and programs related primarily to outdoor recreational uses and activities (such as, but not limited to, hiking, biking and/or water-related sports), each of which may contain up to 80,000 square feet, no individual retail sales establishment shall exceed 50,000 square feet of gross floor area. No freestanding retail sales establishments shall be

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located along the Pacific Boulevard frontage of the Property. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard in land bays west of Pacific Boulevard shall be oriented to the west.

- 3. <u>Hotel.</u> The Owner may develop one or more hotel uses as part of the 3,973,025 square feet of non-residential uses. Such hotel uses shall not exceed a total of either 575,000 square feet or 720 rooms. At least one (1) of the hotels shall be a "full service hotel," which shall mean that it will have a range of services and amenities, including a sit-down restaurant containing a minimum of 3,500 square feet, room service, concierge services and meeting rooms containing a minimum total of 3,500 square feet.
- 4. Residential Uses. A minimum of 10% of the total floor area to be constructed on the Property shall be devoted to the residential uses permitted in the PD-MUB District. All residential uses on the Property shall consist of multi-family dwelling units and shall be located in Land Bays A, C, D, E and F, as such land bays are identified on Sheets 8-12 of the Concept Plan. For any portion of the Property on which the Owner desires to develop multi-family dwelling units to be sold as separate units (such as condominium ownership), no building permit for, nor any conversion to, such for-sale units shall be permitted unless and until any community development authority debt payment obligations applicable to such portion of the Property, if any, have been fully satisfied. The Owner shall provide the County with sixty (60) days written notice prior to any conversion of rental units to such for-sale units for the purpose of confirming that the community development authority payment obligations for such units have been fully satisfied prior to such conversion. If a zoning permit has not been issued for the community recreation facility/baseball stadium approved with SPEX 2008-0054 prior to commencement of construction of greater than 1,550,000 square feet of non-residential uses, then the maximum number of residential dwelling units on the Property shall be 1,100.
- 5. <u>Public/Civic/Institutional Uses</u>. A minimum of 5% of the total floor area to be constructed on the Property shall be devoted to public/civic/institutional uses as permitted in the PD-MUB District. Examples of the public/civic/institutional uses that may be provided include village greens, plazas, sculpture and flower gardens, picnic areas, gazebos, government offices, public meeting halls, libraries, museums, community club houses, community centers, post offices, day care facilities, church sites, performing arts centers, amphitheaters (if approved by a subsequent special exception application) and the public use site identified in Land Bay N and described in <u>Proffer VI.A.</u> If public/civic/institutional uses are provided in buildings, the actual floor area of the portion of the building containing such civic/public uses shall be counted toward the minimum 5%.
- 6. Parks and Open Space. A minimum of 10% of the land area of the Property shall be devoted to parks and/or open space. No more than 50% of such parks and/or open space will be located within the river and stream corridor resource. No more than 25% of the required buffers (such as landscape buffers along Pacific Boulevard) and "leftover spaces" (such as parking lot islands) shall be credited toward the minimum 10% parks and/or open space required

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by this Proffer. Such open space areas may include tot lots, pocket parks, stormwater management facilities constructed as wet ponds with year round amenities, pathways and similar passive recreational amenities.

7. <u>Site Plan/Record Plat Tabulations</u>. Prior to the approval of each record plat or site plan for development on the Property, the Owner will submit a tabulation depicting (i) the total minimum amounts of employment, commercial, residential, public/civic/institutional and parks and open space uses to be provided on the Property pursuant to these Proffers, (ii) the amount of employment, commercial, residential, public/civic/institutional and parks and open space provided with previously approved record plats and site plans, (iii) the amount of employment, commercial, residential, public/civic/institutional and parks and open space provided with the subject record plat or site plan, and (iv) the remaining amount of employment, commercial, residential, public/civic/institutional and parks and open space to be provided on the balance of the Property, to insure the minimum percentages of uses will be provided.

C. Route 28 Prepayment of Taxes.

Within sixty (60) days of approval of this rezoning application ZMAP 2008-0021, the Owner shall provide prepayment of taxes that would have been attributable to the portion of the Property to be used for the multi-family residential dwelling units in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District.

D. Affordable Dwelling Units.

The Owner shall provide six and one quarter percent (6.25%) of the total residential dwelling units constructed on the Property, up to a maximum of 88 dwelling units, as affordable dwelling units (ADUs), as defined and required by the current provisions of Article 7 of the Zoning Ordinance. All of the ADUs shall be provided as multi-family units in mixed-use buildings. The development and administration of the ADUs shall be in accordance with the applicable provisions of the Zoning Ordinance and the Loudoun County Codified Ordinances.

E. Unmet Housing Needs (Workforce Housing) Units.

The Owner shall provide ten percent (10%) of the total residential dwelling units constructed on the Property, up to a maximum of 140 dwelling units, as "Unmet Housing Needs Units" (workforce housing) which shall be available for purchasers or renters whose income does not exceed 100% of the area median income ("AMI") for the Washington Primary Metropolitan Statistical Area. These units shall be administered consistent with the terms provided in the Affordable Dwelling Unit provisions of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that (i) the income limit for qualified purchasers or renters shall be 100% of AMI for the Washington Primary Metropolitan Statistical Area, and (ii) all or any portion of such units may be located in a single building notwithstanding any provision of Article 7 to the contrary. All unmet housing needs

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(workforce housing) units will be provided within buildings that provide a vertical mix of units. The affordability requirement for all unmet housing needs (workforce housing) units will be set forth in a covenant approved by the County Attorney and recorded among the land records of Loudoun County.

In addition, if all or any portion of the residential component is exempt from the ADU requirement in accordance with the provisions of Article 7 of the Zoning Ordinance such that fewer than 88 ADUs are required, the Applicant shall provide one unmet housing needs (workforce housing) unit (as defined in this Proffer) for each such ADU that is not required, such that a total of sixteen and one quarter percent (16.25%) of the total residential dwelling units, up to a maximum of 228 dwelling units, are provided as either unmet housing needs (workforce housing) units or a combination of unmet housing needs (workforce housing) units and ADUs.

F. <u>Linkage of Office and Other Non-Residential Uses to Residential Development.</u>

Development of the residential uses on the Property shall be conditioned upon development of office and other non-residential uses constructed on the Property and/or on the portions of Loudoun County Tax Map parcel 041-29-8238 which are not included in ZMAP 2008-0021 (the "PD-IP Portion"). Development of the residential uses on the Property shall be as follows:

- 1. Zoning permits for at least 780,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 701st residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property. Such 780,000 square feet of non-residential uses shall consist of (i) a maximum of 195,000 square feet of non-hotel commercial establishments, and (ii) a minimum of 150,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet each with a minimum of four floors. Such 195,000 square feet of non-hotel commercial establishments shall consist of a minimum of 100,000 square feet of Employment Supportive Uses.
- 2. Zoning permits for at least 1,500,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 926th residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property; provided, however, that if a zoning permit for the community recreation facility/baseball ballpark approved with SPEX 2008-0054 has been issued and construction of such facility is commenced and diligently pursued to completion, then zoning permits may be issued for up to a maximum of 1,075 residential dwelling units, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property until zoning permits for at least 1,500,000 square feet of non-residential uses, including the floor area of the community recreation facility/baseball ballpark, shall have been issued for the Property and/or for the PD-IP Portion. Such 1,500,000 square feet of non-residential uses shall consist of (i) a maximum of 300,000 square feet of non-hotel commercial uses, and (ii) a minimum of 800,000

square feet of employment uses located in one or more office buildings, containing at least 100,000 square feet each with a minimum of four floors. Such 300,000 square feet of non-hotel commercial uses shall consist of a minimum of 180,000 square feet of Employment Supportive Uses.

3. When zoning permits have been issued for more than 1,500,000 square feet of non-residential uses, consistent with <u>Proffer I.F.2.</u> above, there shall be no further linkage limitation on the timing of residential uses on the Property. The ADUs and unmet housing needs (workforce housing) units described in <u>Proffers I.D.</u> and <u>I.E.</u> may be constructed regardless of the amount of non-residential uses constructed on the Property and/or the PD-IP Portion.

G. Center for Performing Arts and Related Civic Uses.

The Owner shall reserve, for a period of fifteen (15) years from the date of issuance of the first zoning permit for the Property, a minimum of two (2) acres in Land Bay J for donation to the County and/or to a non-profit entity, at the County's discretion, for the purpose of constructing a community center for performing arts and related civic uses. In the event during such fifteen (15) year period a community center for performing arts and related civic uses is approved for construction on the Property and donations have been received and/or agreements have been executed that will fully fund the design, engineering and construction of such center, then the Owner will donate, for no monetary compensation, such reserved parcel to the County and/or to such non-profit entity, at the County's election, for the purpose of constructing such center. The following conditions shall apply to this reservation:

- 1. If a zoning permit is issued for such a center containing a performing arts theater of at least 350 seats on property located within five (5) miles of the Property, then the Owner shall no longer be required by this Proffer to reserve a two (2) acre site for such a center. The Owner shall advise the County of such performing arts theater within five (5) miles concurrently with submission of any site plan for development of the two (2) acre reservation area.
- 2. If a final site plan application for such a center on the Property has not been filed within ten (10) years of the approval of ZMAP 2008-0021, then during the remaining five (5) years of this commitment, the Owner may satisfy the requirement to reserve two (2) acres by reserving a two (2) acre site in the northern portion of the Property.
- 3. Prior to the dedication of the site for a community center for performing arts and related civic uses, the Owner shall identify parking areas on the Property, within and/or outside of such two (2) acre site, that will be available to the users of such community center to meet the parking required for such facility under the Zoning Ordinance.
- 4. The Owner shall (i) construct street access and sidewalks to the community center, (ii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the community center site, and (iii) design and construct, off-site from the community center site,

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such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the community center site, including planned paved areas and buildings, all concurrent with the Owner's own development activities on the portion of the Property abutting the community center site.

H. Central Plaza.

Prior to or concurrent with issuance of an occupancy permit for either the 701st residential dwelling unit exclusive of ADUs and unmet housing needs (workforce housing) units or the 425,001st square foot of non-residential uses, the Owner shall provide a central plaza consisting of a minimum of 10,000 square feet. The Owner shall provide public amenities in the central plaza that may include, but not be limited to, ponds, fountains, public art, seating areas, landscape areas and other similar features. The central plaza shall be consistent with the character and quality of the description of such central plaza shown on Sheets 19 and 20 of the Concept Plan and in **Exhibit G**.

I. Building Heights.

Buildings with frontage along the west side of, and within 100 feet of, Pacific Boulevard within Land Bays B, F, J and Q, with no intervening buildings between such buildings and Route 28, shall be constructed to heights of a minimum of four stories or 50 feet. Buildings located in Land Bay C shall not exceed 75 feet in height. No building on the Property shall exceed 160 feet in height.

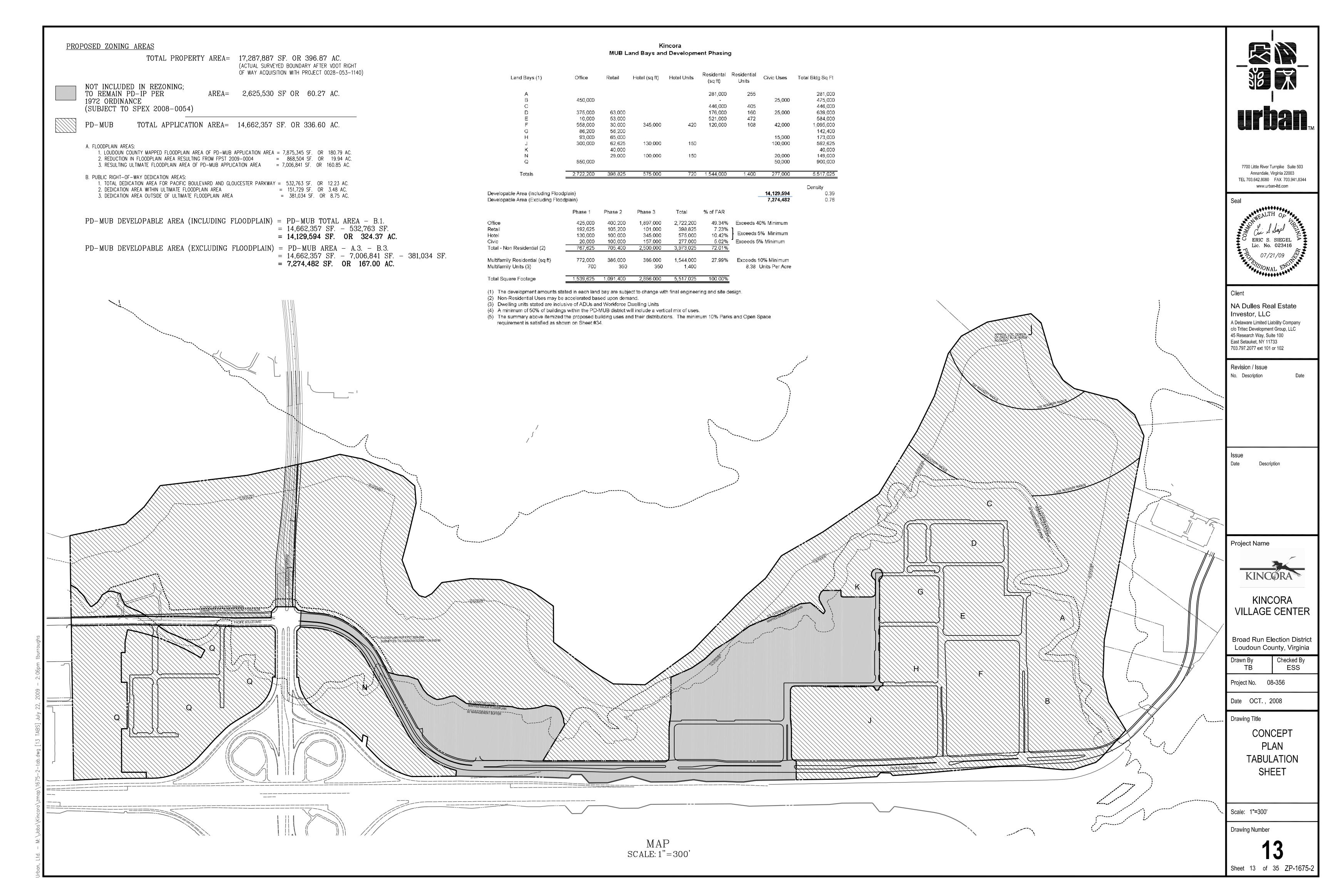
J. Vertically Mixed Building Design.

A minimum of 50% of the buildings constructed on the Property shall be comprised of a vertical mix of uses consisting of at least two different use categories such as employment, residential, commercial and civic/institutional space. The Owner shall provide a tabulation with each site plan submission depicting the number of buildings located on the Property that contain a vertical mix of at least two (2) different uses. This tabulation shall be updated with each site plan submission to demonstrate those existing buildings, and those proposed buildings that contain a vertical mix of uses, as well as the number of buildings to be constructed under future site plans necessary to achieve the above-stated 50% minimum requirement.

K. Zoning Modifications.

land use

The Owner is requesting approval of certain modifications to the Zoning Ordinance ("ZO"), Land Subdivision and Development Ordinance ("LSDO"), and the Facilities Standards Manual ("FSM") as identified in Exhibit B entitled "Zoning Ordinance ("ZO"), Facilities Standards Manual ("FSM") and Land Subdivision & Development Ordinance ("LSDO") Modifications" dated October 5, 2009. To the extent such modifications are approved, the Owner will only utilize such modifications in accordance with the statements made in



FINAL PHASE











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